

TYSON FOODS INC

Form 3

April 13, 2017

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â Ramsey Douglas Wayne

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/11/2017

3. Issuer Name and Ticker or Trading Symbol  
TYSON FOODS INC [TSN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
President Poultry6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person2200 W DON TYSON  
PARKWAY

(Street)

SPRINGDALE,Â ARÂ 72762

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Class A Common Stock

95.3337

I

Employee Stock Purchase Plan

Class A Common Stock

4,992.4788 <sup>(1)</sup>

D

Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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(Instr. 4)2. Date Exercisable and Expiration Date  
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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|  | Date Exercisable          | Expiration Date  | Title                | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--|---------------------------|------------------|----------------------|----------------------------|---------------------|---|---|
| Non-Qualified Stock Options (Right to Buy) | 11/21/2015 <sup>(2)</sup> | 11/21/2024       | Class A Common Stock | 6,966                      | \$ 42.26            | D   | Â |
| Non-Qualified Stock Options (Right to Buy) | 11/30/2016 <sup>(2)</sup> | 11/30/2025       | Class A Common Stock | 4,359                      | \$ 50               | D   | Â |
| Non-Qualified Stock Options (Right to Buy) | 11/28/2017 <sup>(2)</sup> | 11/28/2026       | Class A Common Stock | 5,589                      | \$ 58.34            | D   | Â |
| Performance Shares                         | Â <sup>(3)</sup>          | Â <sup>(3)</sup> | Class A Common Stock | 6,000                      | \$ <sup>(3)</sup>   | D   | Â |
| Performance Shares                         | Â <sup>(4)</sup>          | Â <sup>(4)</sup> | Class A Common Stock | 5,142.27                   | \$ <sup>(4)</sup>   | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Ramsey Douglas Wayne<br>2200 W DON TYSON PARKWAY<br>SPRINGDALE, AR 72762 | Â             | Â         | Â President Poultry | Â     |

## Signatures

/s/ Douglas W. Ramsey      04/13/2017

         \*\*Signature of      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 2,172.3438 shares of Class A Common Stock which vest on November 21, 2017; 1,525.309 shares of Class A Common Stock which vest on November 30, 2018 and 1,294.826 shares of Class A Common Stock which vest on November 28, 2019.
- (2) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.
- (3) Award of performance Class A Common Stock which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2018 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved. The performance criteria set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2016-2018) cumulative EBIT target and (2) a favorable comparison of the market price of the Issuer's Class A Common Stock to a predetermined peer group of publicly traded companies selected by the Compensation and Leadership Development Committee of the Board of Directors of Issuer over a three year (fiscal 2016-2018) period. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50%-200% and are reported as derivative securities at the 200% level. If neither of the performance criteria is achieved, the

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award expires.

- (4) Award of performance Class A Common Stock which vests on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement (the SIA) are achieved. The performance criteria are (1) achievement of a three year (fiscal 2017-2019) cumulative EBIT target as set forth in the SIA and (2) a comparison of the total shareholder return of the Issuer's Class A Common Stock to a predetermined peer group of publicly traded companies selected by the Compensation and Leadership Development Committee of the Board of Directors of Issuer over a three year (fiscal 2017-2019) period, as more particularly described in the SIA. If neither of the performance metrics is achieved, the award expires. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50%-200% and are reported as derivative securities as the 200% level. If neither of the performance criteria is achieved, the award expires.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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