

Rouse Scott
Form 4
December 04, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Rouse Scott

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 W. DON TYSON PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Customer Officer

SPRINGDALE, AR 72762

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	11/29/2018		J ⁽¹⁾		43.376	A	\$ 0	2,546.8746	I	Employee Stock Purchase Plan
Class A Common Stock	11/30/2018		F ⁽²⁾		489	D	\$ 0	26,315.5648 ⁽³⁾	D	
Class A Common Stock	12/01/2018		M ⁽⁴⁾		5,707.8	A	\$ 0	32,023.3648 ⁽³⁾	D	
	12/01/2018		F ⁽⁵⁾		1,785	D	\$ 0		D	

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exempt from Section 16 concurrent reporting requirements pursuant to Rule 16b-3.

- (2) On November 30, 2015, the Reporting Person received a grant of 1,500 shares which, with reinvested dividends, vested on November 30, 2018. This grant has previously been reported as beneficially owned by the Reporting Person. Pursuant to an election made by the Reporting Person, 489 shares were sold by the Reporting Person to the Issuer on November 30, 2018, to satisfy tax withholding obligations.

- (3) Includes 1,759.676 shares of Class A Common Stock which vest on November 18, 2019; 7,880.110 shares of Class A Common Stock which vest on February 14, 2020 if the performance metric described in the applicable Stock Incentive Agreement ("SIA") is achieved; 3,912.222 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 5,469.539 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.

- (4) On November 30, 2015 the Reporting Person received a grant of 3,000 performance shares which vested or expired on December 1, 2018 subject to the achievement of performance criteria in the applicable Stock Incentive Agreement. The performance criteria were (a) a cumulative adjusted earnings before interest and taxes (EBIT) target of \$6,877 million for the 2016-2018 fiscal years and (b) a favorable comparison of the Issuer's Class A common stock price relative to the stock prices of a predetermined peer group of publicly traded companies over the 2016-2018 fiscal years. The performance shares could vest at a level of 50%-200% and were previously reported as derivative securities at the 200% level. On December 1, 2018, 5,707.8 shares vested and are reported herein as acquired non-derivatives securities and 292.2 shares expired.
- (5) Pursuant to an election made by the Reporting Person, 1,785 shares were sold by the Reporting Person to the Issuer on December 1, 2018, to satisfy tax withholding obligations related to the vesting described in footnote 4.
- (6) A portion of these performance shares vested as described in footnote 4. The remainder of the award expired.

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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