

TYSON FOODS INC
Form 4
December 10, 2015

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
King Donnie

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 DON TYSON PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres North American Operations

(Street)
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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 12/08/2015 | | M | | 47,712 A \$ 16.19 | 218,199.1842 (1) | D |
| Class A Common Stock | 12/08/2015 | | M | | 62,778 A \$ 19.63 | 280,977.1842 (1) | D |
| Class A Common Stock | 12/08/2015 | | M | | 68,379 A \$ 19.36 | 349,356.1842 (1) | D |
| Class A Common | 12/08/2015 | | S | | 47,712 D \$ 52.704 | 301,644.1842 (1) | D |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|---------------------|---------------------|---|---------------------------------------|
| Stock | | | | | (2) | | | |
| Class A Common Stock | 12/08/2015 | S | 62,778 | D | \$ 52.706 (3) | 238,866.1842 (1) | D | |
| Class A Common Stock | 12/08/2015 | S | 68,379 | D | \$ 52.7 (4) | 170,487.1842 (1) | D | |
| Class A Common Stock | 12/09/2015 | M | 69,968 | A | \$ 16.19 | 240,455.1842 (1) | D | |
| Class A Common Stock | 12/09/2015 | M | 54,902 | A | \$ 19.63 | 295,357.1842 (1) | D | |
| Class A Common Stock | 12/09/2015 | M | 6,121 | A | \$ 19.36 | 301,478.1842 (1) | D | |
| Class A Common Stock | 12/09/2015 | S | 69,968 | D | \$ 52.669 (5) | 231,510.1842 (1) | D | |
| Class A Common Stock | 12/09/2015 | S | 54,902 | D | \$ 52.694 (6) | 176,608.1842 (1) | D | |
| Class A Common Stock | 12/09/2015 | S | 6,121 | D | \$ 52.616 (7) | 170,487.1842 (1) | D | |
| Class A Common Stock | | | | | | 12,516.686 | I | Employee Stock Purchase Plan |
| Class A Common Stock | | | | | | 950 | I | Joint IRA |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|---|--|---|---|--------------------------------------|--|--|--|

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| | Derivative Security | or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
|--|---------------------|---|------------|------|---|-----|--------|------------------|-----------------|----------------------|----------------|
| | | | | | | | | | | | |
| Non-Qualified Stock Options (Right to Buy) | \$ 16.19 | | 12/08/2015 | M | | | 47,712 | 11/29/2011 | 11/29/2020 | Class A Common Stock | 47 |
| Non-Qualified Stock Options (Right to Buy) | \$ 19.63 | | 12/08/2015 | M | | | 62,778 | 11/28/2012 | 11/28/2021 | Class A Common Stock | 62 |
| Non-Qualified Stock Options (Right to Buy) | \$ 19.36 | | 12/08/2015 | M | | | 68,379 | 11/26/2013 | 11/26/2022 | Class A Common Stock | 68 |
| Non-Qualified Stock Options (Right to Buy) | \$ 16.19 | | 12/09/2015 | M | | | 69,968 | 11/29/2011 | 11/29/2020 | Class A Common Stock | 69 |
| Non-Qualified Stock Options (Right to Buy) | \$ 19.63 | | 12/09/2015 | M | | | 54,902 | 11/28/2012 | 11/28/2021 | Class A Common Stock | 54 |
| Non-Qualified Stock Options (Right to Buy) | \$ 19.36 | | 12/09/2015 | M | | | 6,121 | 11/26/2013 | 11/26/2022 | Class A Common Stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| King Donnie 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | Pres North American Operations | |

Signatures

/s/ R. Read Hudson as Power of Attorney for Donnie King 12/10/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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 17,997.9151 shares of Class A Common Stock which vest on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance criterion described in the applicable Stock Incentive Agreement is achieved; 14,038.7091 shares of Class A Common Stock which vest on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2017 fiscal year if the performance criterion described in the applicable Stock Incentive Agreement is

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achieved; 23,347.3342 shares of Class A Common Stock which vest on July 1, 2018 if the performance criterion described in the applicable Stock Incentive Agreement is achieved; and 23,442.7150 shares of Class A Common Stock which vest 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 criterion described in the applicable Stock Incentive Agreement is achieved.

- This is a weighted average price. These shares were sold in multiple transactions on December 8, 2015 at prices ranging from \$52.70 to
- (2) \$52.77, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

- This is a weighted average price. These shares were sold in multiple transactions on December 8, 2015 at prices ranging from \$52.70 to
- (3) \$52.76, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

- This is a weighted average price. These shares were sold in multiple transactions on December 8, 2015 at prices ranging from \$52.70 to
- (4) \$52.71, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

- This is a weighted average price. These shares were sold in multiple transactions on December 9, 2015 at prices ranging from \$52.60 to
- (5) \$52.74, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

- This is a weighted average price. These shares were sold in multiple transactions on December 9, 2015 at prices ranging from \$52.64 to
- (6) \$52.72, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

- This is a weighted average price. These shares were sold in multiple transactions on December 9, 2015 at prices ranging from \$52.60 to
- (7) \$52.65, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

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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