

TYSON FOODS INC

Form 4

December 02, 2015

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carper Howell P

(Last) (First) (Middle)

2200 DON TYSON PARKWAY

(Street)

SPRINGDALE, AR 72762

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TYSON FOODS INC [TSN]

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

11/30/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP Strategy and New Ventures

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

**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 Beneficial Ownership (Instr. 4)
Class A Common Stock	11/30/2015		M <sup>(1)</sup>	22,226.447	A \$ 0	163,081.3915 (2)	D
Class A Common Stock	11/30/2015		S <sup>(3)</sup>	10,859	D \$ 50	152,222.3915 (2)	D
Class A Common Stock	11/30/2015		A <sup>(4)</sup>	8,432.475	A \$ 0	160,654.8665 (2)	D
Class A Common						5,986.5086	I Employee Stock

# Edgar Filing: TYSON FOODS INC - Form 4

Stock

Purchase  
Plan

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

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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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	<u>(1)</u>	11/30/2015		M			23,347	<u>(1)</u>	<u>(1)</u>	Class A Common Stock
Performance Shares	<u>(5)</u>	11/30/2015		A <u>(5)</u>		33,729.9		<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Non-Qualified Stock Options (Right to Buy)	\$ 50	11/30/2015		A <u>(6)</u>		36,759		11/30/2016	11/30/2025	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carper Howell P  
2200 DON TYSON PARKWAY  
SPRINGDALE, AR 72762

EVP Strategy and New Ventures

## Signatures

/s/ Howell P.  
Carper

12/02/2015

\*\*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).

On November 26, 2012 the Reporting Person received a grant of performance shares which vested or expired on November 30, 2015 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 \$3,844 million for the 2013-2015 fiscal years and (b) a favorable

- (1) 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 2013-2015 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 November 30, 2015, 22,226.447 shares vested and are reported herein as acquired non-derivatives securities.

Includes 9,278.9249 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

- (2) achieved; and 7,766.0196 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 achieved.

- (3) Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 30, 2015, to satisfy tax withholding obligations related to the vesting described in footnote 2.

Award of 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 criterion described in the applicable Stock Incentive Agreement is achieved. The performance

- (4) criterion is achievement of a three year (fiscal 2016-2018) cumulative EBIT target as set forth in the Stock Incentive Agreement. If the performance criterion is not achieved, the award expires.

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

- (5) 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 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 award expires.

- (6) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

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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