

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEATHERBY DENNIS

(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)

09/15/2015

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 & CFO

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	09/15/2015		<u>J(1)</u>	78.2449 A \$ 0	113,965.2449 (2)	D	
Class A Common Stock	11/19/2015		<u>J(3)</u>	955.8768 A \$ 0	4,820.8768	I	Employee Stock Purchase Plan
Class A Common Stock	11/30/2015		<u>A(4)</u>	14,654.449 A \$ 0	128,619.6939 (2)	D	
	11/30/2015		<u>S(5)</u>	7,159 D \$ 50		D	

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Class A Common Stock						121,460.6939 (2)	
Class A Common Stock	11/30/2015	M ⁽⁶⁾	43,272.728	A	\$ 0	164,733.4219 (2)	D
Class A Common Stock	11/30/2015	S ⁽⁷⁾	21,140	D	\$ 50	143,593.4219 (2)	D
Class A Common Stock	11/30/2015	A ⁽⁸⁾	8,432.475	A	\$ 0	152,025.8969 (2)	D
Class A Common Stock	12/02/2015	M	8,000	A	\$ 15.37	160,025.8969 (2)	D
Class A Common Stock	12/02/2015	M	8,000	A	\$ 15.06	168,025.8969 (2)	D
Class A Common Stock	12/02/2015	M	40,000	A	\$ 4.9	208,025.8969 (2)	D
Class A Common Stock	12/02/2015	M	26,667	A	\$ 12.02	234,692.8969 (2)	D
Class A Common Stock	12/02/2015	S	82,667	D	\$ 50.954 (9)	152,025.8969 (2)	D

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 a Underlyi (Instr. 3)	
						Date Exercisable	Expiration Date	Title
	(6)	11/30/2015		Code V M	(A) 45,454	(6)	(6)	

Performance Shares							Class Comm Stock
Performance Shares	<u>(10)</u>	11/30/2015	A ⁽¹⁰⁾	33,729.9	<u>(10)</u>	<u>(10)</u>	Class Comm Stock
Non-Qualified Stock Options (Right to Buy)	\$ 50	11/30/2015	A ⁽¹¹⁾	36,759	11/30/2016	11/30/2025	Class Comm Stock
Non-Qualified Stock Options (Right to Buy)	\$ 15.37	12/02/2015	M	8,000	11/17/2008	11/17/2016	Class Comm Stock
Non-Qualified Stock Options (Right to Buy)	\$ 15.06	12/02/2015	M	8,000	11/16/2009	11/16/2017	Class Comm Stock
Non-Qualified Stock Options (Right to Buy)	\$ 4.9	12/02/2015	M	40,000	11/14/2010	11/14/2018	Class Comm Stock
Non-Qualified Stock Options (Right to Buy)	\$ 12.02	12/02/2015	M	26,667	11/30/2010	11/30/2019	Class Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEATHERBY DENNIS 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762			EVP & CFO	

Signatures

/s/ Dennis
Leatherby 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).
- (1) Represents shares of the Issuer's Class A Common Stock received by the Reporting Person pursuant to the Issuer's dividend reinvestment plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 concurrent reporting requirements pursuant to Rule 16a-11.
- (2) Includes 9,278,924 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; and 7,467.32 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

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is achieved.

- (3) Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock Purchase Plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 concurrent reporting requirements pursuant to Rule 16b-3.

- (4) On November 26, 2012, the Reporting Person received a grant of restricted Class A Common Stock which were scheduled to vest on November 30, 2015 provided the Company achieved adjusted EBIT of more than \$100 million in the aggregate for the 2013-2015 fiscal years. On November 30, 2015, 14,654.449 shares of restricted Class A Common Stock vested.

- (5) 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 4.

- (6) 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 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, 43,272.728 shares vested and are reported herein as acquired non-derivatives securities.

- (7) 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 6.

- (8) 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 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.

- (9) This is a weighted average price. These shares were sold in multiple transactions on December 2, 2015. 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.

- (10) 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 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.

- (11) 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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