

TYSON FOODS INC
Form 4
February 23, 2017

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 *
Stouffer Stephen R

(Last) (First) (Middle)

2200 W. 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)
12/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President of Fresh Meats

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/19/2016		J ⁽¹⁾		82.3793	A	\$ 0
					49,424.6693	D	
Class A Common Stock	02/09/2017		J ⁽³⁾		55.7093	A	\$ 0
					2,733.0503	I	
							Employee Stock Purchase Plan
Class A Common Stock	02/21/2017		M		24,833	A	\$ 31.82
					74,257.6693	D	
	02/21/2017		S		24,833	D	

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Class A Common Stock					\$	49,424.6693		
					64.608	<u>(2)</u>		
					<u>(4)</u>			
Class A Common Stock	02/21/2017		M	24,833	A	\$ 42.26	74,257.6693 <u>(2)</u>	D
Class A Common Stock	02/21/2017		S	24,833	D	\$ 64.545	49,424.6693 <u>(2)</u>	D
						<u>(5)</u>		
Class A Common Stock	02/21/2017		M	12,254	A	\$ 50	61,678.6693 <u>(2)</u>	D
Class A Common Stock	02/21/2017		S	12,254	D	\$ 64.578	49,424.6693 <u>(2)</u>	D
						<u>(6)</u>		

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

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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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Options (Right to Buy)	\$ 31.82	02/21/2017		M	24,833	11/22/2014	11/22/2023	Class A Common Stock	24
Non-Qualified Stock Options (Right to Buy)	\$ 42.26	02/21/2017		M	24,833	11/21/2015	11/21/2024	Class A Common Stock	24
Non-Qualified Stock Options (Right to Buy)	\$ 50	02/21/2017		M	12,254	11/30/2016	11/30/2025	Class A Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stouffer Stephen R 2200 W. DON TYSON PARKWAY SPRINGDALE, AR 72762			President of Fresh Meats	

Signatures

/s/ R. Read Hudson as Stephen R.
Stouffer

02/23/2017

__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).

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.

(1) Includes 7,021.6853 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 metrics described in the applicable Stock Incentive Agreement ("SIA") are achieved; 8,544.25 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable SIA are achieved; and 7,277.144 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable SIA are achieved.

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.

(2) This is a weighted average price. These shares were sold in multiple transactions on February 21, 2017 at prices ranging from \$64.53 to \$64.67, 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.

(3) This is a weighted average price. These shares were sold in multiple transactions on February 21, 2017 at prices ranging from \$64.49 to \$64.63, 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.

(4) This is a weighted average price. These shares were sold in multiple transactions on February 21, 2017 at prices ranging from \$64.52 to \$64.65, 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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