

Grimes Sally
Form 4
December 04, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grimes Sally

(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)

11/29/2018

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)

Group Pres Prepared Foods

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 | 11/29/2018 | | J ⁽¹⁾ | 65.6958 | A \$ 0 6,125.5205 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 12/01/2018 | | M ⁽²⁾ | 32,087.254 | A \$ 0 110,579.47 ⁽³⁾ | D | |
| Class A Common Stock | 12/01/2018 | | F ⁽⁴⁾ | 14,216 | D \$ 0 96,363.47 ⁽³⁾ | D | |
| | 12/01/2018 | | F ⁽⁵⁾ | 3,890 | D \$ 0 92,473.47 ⁽⁶⁾ | D | |

Class A
Common
Stock

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|---|--|-----|---|--------------------|----------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Performance Shares | (7) | 12/01/2018 | | M | | 33,729.9 | | (7) | (7) | Class A Common Stock | 33,729 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Grimes Sally 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762 | Group Pres Prepared Foods |

Signatures

/s/ R. Read Hudson by Power of Attorney for Sally
Grimes

12/04/2018

**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 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) On November 30, 2015 the Reporting Person received a grant of 16,864.95 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

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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, 32,087.254 shares vested and are reported herein as acquired non-derivatives securities and 1,642.646 shares expired.

- (3) Includes 8,779.732 shares of Class A Common Stock which vested on December 1, 2018 as described in footnote 5; 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement ("SIA") is achieved; 6,520.371 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 8,835.409 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric in the applicable SIA is achieved.
- (4) Pursuant to an election made by the Reporting Person, 14,216 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations related to the vesting described in footnote 2.
- (5) On December 1, 2018, 8,779.732 shares of restricted Class A Common Stock vested. These shares were previously reported as beneficially owned by the Reporting Person. Pursuant to an election made by the Reporting Person, 3,890 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations.
- (6) Includes 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable SIA is achieved; and 6,520.371 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 8,835.409 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric in the applicable SIA is achieved.
- (7) A portion of these performance shares vested as described in footnote 2. 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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