

TYSON FOODS INC

Form 3

November 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Roetzel Michael

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/20/2015

3. Issuer Name and Ticker or Trading Symbol

TYSON FOODS INC [TSN]

4. Relationship of Reporting Person(s) to Issuer

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

2200 DON TYSON PARKWAY

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP, Operations Services

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

SPRINGDALE,Â ARÂ 72762

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

902

I

Employee Stock Purchase Plan

Class A Common Stock

9,168 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options (Right to Buy)	11/28/2012 ⁽²⁾	11/28/2021	Class A Common Stock	4,000	\$ 19.63	D	Â
Non-Qualified Stock Options (Right to Buy)	11/26/2013 ⁽²⁾	11/26/2022	Class A Common Stock	2,666	\$ 19.36	D	Â
Non-Qualified Stock Options (Right to Buy)	11/22/2014 ⁽²⁾	11/22/2023	Class A Common Stock	36,300	\$ 31.82	D	Â
Non-Qualified Stock Options (Right to Buy)	11/21/2015 ⁽²⁾	11/21/2024	Class A Common Stock	44,967	\$ 42.26	D	Â
Performance Shares	11/28/2016 ⁽³⁾	11/28/2016 ⁽³⁾	Class A Common Stock	6,625	\$ ⁽³⁾	D	Â
Performance Shares	11/27/2017 ⁽⁴⁾	11/27/2017 ⁽⁴⁾	Class A Common Stock	7,102	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roetzel Michael 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762	Â	Â	Â EVP, Operations Services	Â

Signatures

Michel Roetzel 11/24/2015

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes 4,519 shares of restricted Class A Common Stock awarded pursuant to the Tyson Foods, Inc. 2000 Stock Incentive Plan
- (1) scheduled to vest on November 22, 2016. Also includes 4,181 shares of restricted Class A Common Stock awarded pursuant to the Tyson Foods, Inc. 2000 Stock Incentive Plan scheduled to vest on November 21, 2017.
- (2) The stock options vest at 33 1/3% on the first anniversary date of the grant and 33 1/3% for each of the following two years.
- 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 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a three year (fiscal 2014-2016) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metrics are not achieved, the award expires.
- (3)

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- (4) 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 2017 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a three year (fiscal 2015-2017) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metrics are not achieved, the award expires.

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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