

Stouffer Stephen R
Form 4
November 21, 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

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(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)

09/18/2018

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 President Fresh Meats

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	09/18/2018		J ⁽¹⁾	276.822	A \$ 0	30,750.2091 ⁽²⁾	D
Class A Common Stock	11/15/2018		J ⁽³⁾	177.3411	A \$ 0	3,148.6969	I Employee Stock Purchase Plan
Class A Common Stock	11/19/2018		A ⁽⁴⁾	7,152.474	A \$ 0	37,902.6831 ⁽⁵⁾	D

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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options (Right to Buy)	\$ 59.42	11/19/2018		A ⁽⁶⁾		37,445		11/19/2019	11/19/2028	Class A Common Stock
Performance Shares	⁽⁷⁾	11/19/2018		A		28,609.896		⁽⁷⁾	⁽⁷⁾	Class A Common Stock

Reporting Owners

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

Signatures

/s/ R. Read Hudson as Stephen R. Stouffer
11/21/2018
**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 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 8,779.732 shares of Class A Common Stock which vest on December 1, 2018 if the performance metric described in the applicable Stock Incentive Agreement (the "SIA") are achieved; 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 5,253.773 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved.

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- Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock
- (3) 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.

- Award of Class A Common Stock which vests on November 29, 2021 if the performance metric described in the applicable SIA is
- (4) achieved. The performance metric is the achievement of a three year (fiscal 2019-2021) cumulative adjusted operating income target as set forth in the SIA. If the performance metric is not achieved, the award expires.

- Includes 8,779.732 shares of Class A Common Stock which vest on December 1, 2018 if the performance metric described in the applicable SIA is achieved; 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric
- (5) described in the applicable SIA is achieved; 5,253.773 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 7,152.474 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.
- (6) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

- Award of performance Class A Common Stock which vests on November 29, 2021 if the performance metrics described in the applicable SIA are achieved. The performance metrics set forth in the SIA are (1) achievement of a three year (fiscal 2019-2021) cumulative
- (7) operating income target and (2) a favorable comparison of the relative total shareholder return of the Issuer's Class A Common Stock compared to a predetermined peer group of publicly traded companies over a three year (fiscal 2019-2021) period. Subject to the achievement of the performance metrics, the performance shares could vest at a level of 50 to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance metrics are 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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