

Rouse Scott
Form 4
November 21, 2017

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 *
Rouse Scott

(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)
11/17/2017

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)

Chief Customer Officer

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/17/2017		A ⁽¹⁾		3,847.634	A	\$ 0
					21,887.6708	D	

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)

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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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Options (Right to Buy)	\$ 77.97	11/17/2017		A ⁽³⁾	16,457	11/17/2018 11/17/2027	Class A Common Stock
Performance Shares	⁽⁴⁾	11/21/2017		A	15,390.534	⁽⁴⁾ ⁽⁴⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rouse Scott 2200 W. DON TYSON PARKWAY SPRINGDALE, AR 72762	Chief Customer Officer

Signatures

/s/ Scott Rouse 11/21/2017

^{**}Signature of Date
Reporting Person

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) Award of Class A Common Stock which vests on November 13, 2020 if the performance metric described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved and the Reporting Person is employed by the Issuer on the vesting date. The performance metrics are achievement of a three year (fiscal 2018-2020) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metric is not achieved, the award expires.

(2) Includes 2,187.5518 shares of Class A Common Stock which vest on November 21, 2017; 1,538.11 shares of Class A Common Stock which vest on November 30, 2018; 1,736.398 shares of Class A Common Stock which vest on November 18, 2019; 7,750.015 shares of Class A Common Stock which vest on February 14, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 3,847.634 shares of Class A Common Stock which vest on November 13, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.

(3) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

(4) Award of performance Class A Common Stock which vests on November 13, 2020 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 2018-2020) cumulative EBIT 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 2018-2020) period. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50 percent to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance criteria is 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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