

Hayes Thomas P  
Form 4  
December 20, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hayes Thomas P

2. Issuer Name **and** Ticker or Trading  
Symbol  
TYSON FOODS INC [TSN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
2200 W. DON TYSON PARKWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/28/2017

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

President and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

SPRINGDALE, AR 72762

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Class A<br>Common<br>Stock            | 11/28/2017                              |                                                             | J <sup>(1)</sup>                     |                                                                         | 8,581                                                                                                              | D                                                                       | \$ 0                                                              |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 103,309.6523<br>(2)                                               |
| Class A<br>Common<br>Stock            | 12/18/2017                              |                                                             | J <sup>(3)</sup>                     |                                                                         | 285.394                                                                                                            | A                                                                       | \$ 0                                                              |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 103,595.0463<br>(4)                                               |
| Class A<br>Common<br>Stock            | 12/19/2017                              |                                                             | M                                    |                                                                         | 41,745                                                                                                             | A                                                                       | \$ 42.26                                                          |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 145,340.0463<br>(4)                                               |
| Class A<br>Common                     | 12/19/2017                              |                                                             | M                                    |                                                                         | 12,254                                                                                                             | A                                                                       | \$ 50                                                             |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 157,594.0463<br>(4)                                               |

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Stock

|                            |            |      |        |   |                  |                     |   |
|----------------------------|------------|------|--------|---|------------------|---------------------|---|
| Class A<br>Common<br>Stock | 12/19/2017 | M    | 14,749 | A | \$ 58.34         | 172,343.0463<br>(4) | D |
| Class A<br>Common<br>Stock | 12/19/2017 | S    | 31,454 | D | \$ 81.564<br>(5) | 140,889.0463<br>(4) | D |
| Class A<br>Common<br>Stock | 12/19/2017 | S    | 9,829  | D | \$ 81.721        | 131,060.0463<br>(4) | D |
| Class A<br>Common<br>Stock | 12/19/2017 | S    | 12,591 | D | \$ 81.714<br>(6) | 118,469.0463<br>(4) | D |
| Class A<br>Common<br>Stock | 12/20/2017 | J(1) | 14,874 | D | \$ 0             | 103,595.0463<br>(4) | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |                                |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|----------------------------|--------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of S |
| Non-Qualified<br>Stock Options<br>(Right to Buy)    | \$ 42.26                                                              | 12/19/2017                              |                                                             | M                                       |                                                                                                              | 41,745                                                         |     | 11/21/2015                                                     | 11/21/2024         | Class A<br>Common<br>Stock | 41                             |
| Non-Qualified<br>Stock Options<br>(Right to Buy)    | \$ 50                                                                 | 12/19/2017                              |                                                             | M                                       |                                                                                                              | 12,254                                                         |     | 11/30/2016                                                     | 11/30/2025         | Class A<br>Common<br>Stock | 12                             |
| Non-Qualified<br>Stock Options<br>(Right to Buy)    | \$ 58.34                                                              | 12/19/2017                              |                                                             | M                                       |                                                                                                              | 14,749                                                         |     | 11/28/2017                                                     | 11/28/2026         | Class A<br>Common<br>Stock | 14                             |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                     | Director      | 10% Owner | Officer              | Other |
| Hayes Thomas P<br>2200 W. DON TYSON PARKWAY<br>SPRINGDALE, AR 72762 | X             |           | President<br>and CEO |       |

## Signatures

/s/ R. Read Hudson by Power of Attorney for Thomas P.  
Hayes

12/20/2017

\_\_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).

(1) Represents a disposition of shares exempt from Section 16 concurrent reporting requirements pursuant to Rule 16a-12.

Includes 47,814.9497 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 8,634.783 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 20,644.945 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 17,634.988 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) 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.

(4) Includes 47,991.9537 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 8,666.748 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 20,721.37 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 17,634.988 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.

(5) This is a weighted average price. These shares were sold in multiple transactions on December 19, 2017 at prices ranging from \$81.50 to \$81.71, 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.

(6) This is a weighted average price. These shares were sold in multiple transactions on December 19, 2017 at prices ranging from \$81.69 to \$81.78, 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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