

White Noel W
Form 4
December 26, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
White Noel W

(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)

12/15/2017

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 below) ____ Other (specify below)

Grp Pres FM & Intl

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	12/15/2017		J ⁽¹⁾	96.3275 A \$ 0	12,681.2347	I	Employee Stock Purchase Plan
Class A Common Stock	12/20/2017		J ⁽²⁾	24,575 D \$ 0	116,582.2577 ⁽³⁾	D	
Class A Common Stock	12/20/2017		J ⁽²⁾	24,575 A \$ 0	24,575	I	Holding by White Family Foundation

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Class A				\$					Holding by
Common	12/22/2017	S	24,575	D	80.958	0	I		White
Stock					<u>(4)</u>				Family
									Foundation

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
White Noel W 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762	Director 10% Owner Officer Other Grp Pres FM & Intl

Signatures

/s/ R. Read Hudson by Power of Attorney for Noel W.
White 12/26/2017

__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).

Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock
(1) 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.

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- (2) The Reporting Person transferred shares from his personal stock account into an account held by the White Family Foundation thereby changing the ownership of the Class A Common Stock from direct to indirect.

Includes 23,907.4752 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement (SIA) are achieved and the Reporting Person is employed by Issuer on the vesting date; 12,831.763 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable SIA are achieved;

- (3) 11,095.179 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable SIA are achieved; 2,598.808 shares of Class A Common Stock which vest on February 14, 2020 if the performance metrics described in the applicable SIA are achieved; and 8,657.176 shares of Class A Common Stock which vest on November 13, 2020 if the performance metrics described in the applicable SIA are achieved.

This is a weighted average price. These shares were sold in multiple transactions on December 22, 2017 at prices ranging from \$80.90 to

- (4) \$81.01, 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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