Rouse Scott
Form 4
December 04, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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

(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)
11/29/2018

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 below) _____ Other (specify below)
EVP & 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	11/29/2018		J(1)		43.376	A	$ 0	2,546.8746	I	Employee Stock Purchase Plan
Class A Common Stock	11/30/2018		F(2)		489	D	$ 0	26,315.5648 (3)	D	
Class A Common Stock	12/01/2018		M(4)		5,707.8	A	$ 0	32,023.3648 (3)	D	
	12/01/2018		F(5)		1,785	D	$ 0		D	

Class A Common Stock	30,238.3648 (3)

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

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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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Shares	(6)	12/01/2018		M			6,000	(6)	(6)	Class A Common Stock	6,000	

Reporting Owners

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

Signatures

/s/ R. Read Hudson by Power of Attorney for Scott Rouse	12/04/2018
**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 purchased for the Reporting Person's account under the Issuer's Employee Stock 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.

(2) On November 30, 2015, the Reporting Person received a grant of 1,500 shares which, with reinvested dividends, vested on November 30, 2018. This grant has previously been reported as beneficially owned by the Reporting Person. Pursuant to an election made by the Reporting Person, 489 shares were sold by the Reporting Person to the Issuer on November 30, 2018, to satisfy tax withholding obligations.

(3) Includes 1,759.676 shares of Class A Common Stock which vest on November 18, 2019; 7,880.110 shares of Class A Common Stock which vest on February 14, 2020 if the performance metric described in the applicable Stock Incentive Agreement ("SIA") is achieved; 3,912.222 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 5,469.539 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.

(4) On November 30, 2015 the Reporting Person received a grant of 3,000 performance shares which vested or expired on December 1, 2018 subject to the achievement of performance criteria in the applicable Stock Incentive Agreement. The performance criteria were (a) a cumulative adjusted earnings before interest and taxes (EBIT) target of $6,877 million for the 2016-2018 fiscal years and (b) a favorable comparison of the Issuer's Class A common stock price relative to the stock prices of a predetermined peer group of publicly traded companies over the 2016-2018 fiscal years. The performance shares could vest at a level of 50%-200% and were previously reported as derivative securities at the 200% level. On December 1, 2018, 5,707.8 shares vested and are reported herein as acquired non-derivatives securities and 292.2 shares expired.

(5) Pursuant to an election made by the Reporting Person, 1,785 shares were sold by the Reporting Person to the Issuer on December 1, 2018, to satisfy tax withholding obligations related to the vesting described in footnote 4.

(6) A portion of these performance shares vested as described in footnote 4. The remainder of the award expired.

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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