

Martin Chad Roderick
 Form 4
 February 26, 2019

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 *
 Martin Chad Roderick

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group President Poultry

SPRINGDALE, AR 72762

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

(City) (State) (Zip)

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 | 02/21/2019 | | J ⁽¹⁾ | | 22.8192 | A | \$ 0 | 1,042.756 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 02/22/2019 | | M | | 6,200 | A | \$ 31.82 | 26,319.453 ⁽²⁾ | D | |
| Class A Common Stock | 02/22/2019 | | S | | 400 | D | \$ 62.301 | 25,919.453 ⁽²⁾ | D | |
| | 02/22/2019 | | S | | 5,800 | D | | | D | |

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| | | | | | | | | |
|----------------------------|------------|--|---|-----------|--------|------------|-------------------|-------------|
| Class A Common Stock | | | | | \$ | 20,119.453 | | |
| | | | | | 62.312 | <u>(2)</u> | | |
| Class A Common Stock | 02/22/2019 | | S | 2,032.849 | D | \$ 62.5 | <u>18,086.604</u> | D |
| Class A Common Stock | | | | | | | 1,500 | I by Spouse |

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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Non-Qualified Stock Options (Right to Buy) | \$ 31.82 | 02/22/2019 | | M | 6,200 | 11/22/2014 11/22/2023 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Martin Chad Roderick 2200 W. DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | Group President Poultry | |

Signatures

/s/ Chad Roderick
Martin

02/26/2019

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 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.
Includes 1,557.126 shares of Class A Common Stock which vest on November 28, 2019; 1,026.53 shares which vest on May 12, 2020;
(1) 984.622 shares of Class A Common Stock which vest on November 17, 2020; 1,270.674 shares of Class A Common Stock which vest on November 19, 2021; and 13,247.6520 shares of Class A Common Stock which vest on February 13, 2022 if the performance goal described in the applicable Stock Incentive Agreement is achieved.
(2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.