

White Noel W
Form 4
December 26, 2017

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 *
White Noel W

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)
12/15/2017

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Grp Pres FM & Intl

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 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	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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- (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.

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.