

Calaway Curt
Form 4
November 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Calaway Curt

(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)
09/18/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP Controller & CAO

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

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	09/18/2018		J ⁽¹⁾		63.82	A	\$ 0
							19,999.837 ⁽²⁾
Class A Common Stock	11/15/2018		J ⁽³⁾		743.9766	A	\$ 0
							4,173.8129
Class A Common Stock	11/19/2018		A ⁽⁴⁾		1,262.201	A	\$ 0
							21,262.038 ⁽⁵⁾

Employee Stock Purchase Plan

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options (Right to Buy)	\$ 59.42	11/19/2018		A ⁽⁶⁾	6,608	11/19/2019	11/19/2028			Class A Common Stock
Performance Shares	<u>(7)</u>	11/19/2018		A	5,048.806	<u>(7)</u>	<u>(7)</u>			Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Calaway Curt 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762	SVP Controller & CAO

Signatures

/s/ R. Read Hudson by Power of Attorney for Curt Calaway	11/21/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 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.
 - (2) Includes 1,561.77 shares of Class A Common Stock which vest on November 30, 2018; 1,325.78 shares of Class A Common Stock which vest on November 28, 2019; and 978.056 shares of Class A Common Stock which vest on November 17, 2020.
 - (3) 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

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exempt from Section 16 concurrent reporting requirements pursuant to Rule 16b-3.

- (4) Award of Class A Common Stock which vests on November 29, 2021.

Includes 1,561.77 shares of Class A Common Stock which vest on November 30, 2018; 1,325.78 shares of Class A Common Stock which vest on November 28, 2019; 978.056 shares of Class A Common Stock which vest on November 17, 2020; and 1,262.201 shares of Class A Common Stock which vest on November 29, 2021.

- (6) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

Award of performance Class A Common Stock which vests on November 29, 2021 if the performance metrics described in the applicable Stock Incentive Agreement (the "SIA") are achieved. The performance metrics set forth in the SIA are (1) achievement of a three year (fiscal 2019-2021) cumulative operating income target and (2) a favorable comparison of the relative total shareholder return of the

- (7) Issuer's Class A Common Stock compared to a predetermined peer group of publicly traded companies over a three year (fiscal 2019-2021) period. Subject to the achievement of the performance metrics, the performance shares could vest at a level of 50 to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance metrics are achieved, the award expires.

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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