

TYSON FOODS INC

Form 4

August 19, 2016

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 *
Smith Donald

(Last) (First) (Middle)

2200 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)

08/17/2016

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)

CEO

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	08/17/2016		M	670 A	\$ 15.37 215,740.8987 (1)	D	
Class A Common Stock	08/17/2016		S	670 D	\$ 74.5 215,070.8987 (1)	D	
Class A Common Stock	08/18/2016		M	19,330 A	\$ 15.37 234,400.8987 (1)	D	
Class A Common	08/18/2016		S	19,330 D	\$ 74.527 215,070.8987 (1)	D	

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Stock					(2)			
Class A Common Stock	08/18/2016	M	4,794	A	\$ 15.06	219,864.8987 (1)	D	
Class A Common Stock	08/18/2016	S	4,794	D	\$ 74.502 (3)	215,070.8987 (1)	D	
Class A Common Stock	08/18/2016	M	37,200	A	\$ 4.9	252,270.8987 (1)	D	
Class A Common Stock	08/18/2016	S	37,200	D	\$ 74.618 (4)	215,070.8987 (1)	D	
Class A Common Stock						2,742.5885	I	Employee Stock Purchase Plan

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Securities
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options (Right to Buy)	\$ 15.37	08/17/2016		M	670	11/17/2008	11/17/2016	Class A Common Stock
Non-Qualified Stock Options (Right to Buy)	\$ 15.37	08/18/2016		M	19,330	11/17/2008	11/17/2016	Class A Common Stock
Non-Qualified Stock Options (Right to Buy)	\$ 15.06	08/18/2016		M	4,794	11/16/2009	11/16/2017	Class A Common Stock

Non-Qualified Stock Options (Right to Buy)	\$ 4.9	08/18/2016	M	37,200	11/14/2010	11/14/2018	Class A Common Stock	37
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Donald 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762			CEO	

Signatures

/s/Donald Smith 08/19/2016

__Signature of Date
Reporting Person

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) Includes 32,237.717 shares of Class A Common Stock which vest on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; includes 27,085.075 shares of Class A Common Stock which vest on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2017 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and, includes 31,490.831 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.

- (2) This is a weighted average price. These shares were sold in multiple transactions on August 18, 2016 at prices ranging from \$74.50 to \$74.59, 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.

- (3) This is a weighted average price. These shares were sold in multiple transactions on August 18, 2016 at prices ranging from \$74.50 to \$74.54, 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.

- (4) This is a weighted average price. These shares were sold in multiple transactions on August 18, 2016 at prices ranging from \$74.50 to \$74.77, 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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