

TYSON FOODS INC
Form 4
May 22, 2015

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 *
Stouffer Stephen R

(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)
03/13/2015

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)

President of Fresh Meats

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 (D) or Price | | |
| Class A Common Stock | 03/13/2015 | | J ⁽¹⁾ | | 82 A \$ 0 | 24,236 | D |
| Class A Common Stock | 05/21/2015 | | J ⁽²⁾ | | 157 A \$ 0 | 2,321 | I Employee Stock Purchase Plan |
| Class A Common Stock | 05/22/2015 | | M | | 800 A \$ 16.35 | 25,036 | D |
| | 05/22/2015 | | M | | 800 A \$ 15.37 | 25,836 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|----------------------|--------|---|
| Class A Common Stock | | | | | | | | |
| Class A Common Stock | 05/22/2015 | | M | 800 | A | \$ 15.06 | 26,636 | D |
| Class A Common Stock | 05/22/2015 | | M | 800 | A | \$ 4.9 | 27,436 | D |
| Class A Common Stock | 05/22/2015 | | M | 3,840 | A | \$ 12.02 | 31,276 | D |
| Class A Common Stock | 05/22/2015 | | S | 7,040 | D | \$ 43.0899 (3) | 24,236 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Options (Right to Buy) | \$ 16.35 | 05/22/2015 | | M | 800 | 11/16/2007 11/16/2015 | Class A Common Stock | 80 |
| Non-Qualified Stock Options (Right to Buy) | \$ 15.37 | 05/22/2015 | | M | 800 | 11/17/2008 11/17/2016 | Class A Common Stock | 80 |
| Non-Qualified Stock Options (Right to Buy) | \$ 15.06 | 05/22/2015 | | M | 800 | 11/16/2009 11/16/2017 | Class A Common Stock | 80 |

| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|----------------------------|-----|
| Non-Qualified Stock Options (Right to Buy) | \$ 4.9 | 05/22/2015 | M | 800 | 11/14/2010 | 11/14/2018 | Class A Common Stock | 80 |
| Non-Qualified Stock Options (Right to Buy) | \$ 12.02 | 05/22/2015 | M | 3,840 | 11/30/2010 | 11/30/2019 | Class A Common Stock | 3,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stouffer Stephen R 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | President of Fresh Meats | |

Signatures

/s/ R. Read Hudson by Power of Attorney for Stephen R.
Stouffer

05/26/2015

__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 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 reporting requirements pursuant to Rule 16a-11.
 - (2) 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 reporting requirements pursuant to Rule 16b-3.
 - (3) This is a weighted average price. These shares were sold in multiple transactions on May 22, 2015 at prices ranging from \$43.0886 to \$43.095, 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.