

LEATHERBY DENNIS

Form 4

August 15, 2017

FORM 4

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

OMB APPROVAL

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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 *
LEATHERBY DENNIS

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)

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

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

2200 W DON TYSON PARKWAY

12/21/2016

Chief Financial Officer

(Street)

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

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 | 12/21/2016 | | J ⁽¹⁾ | | 5,777 | D | \$ 0 | 375.2356 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 12/21/2016 | | J ⁽¹⁾ | | 5,777 | A | \$ 0 | 155,020.115 ⁽²⁾ | D | |
| Class A Common Stock | 12/21/2016 | | G | | 9,000 | D | \$ 0 | 146,020.115 ⁽²⁾ | D | |
| | 12/21/2016 | | G | | 1,000 | D | \$ 0 | | D | |

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| | | | | | | | | |
|----------------------------|------------|--|------------------|-----------|---|--------------------|--------------------|---|
| Class A Common Stock | | | | | | 145,020.115 (2) | | |
| Class A Common Stock | 06/19/2017 | | J ⁽³⁾ | 252.87 | A | \$ 0 | 145,272.985 (2) | D |
| Class A Common Stock | 08/10/2017 | | J ⁽⁴⁾ | 1,050.926 | A | \$ 0 | 1,426.1616 | I |
| Class A Common Stock | 08/14/2017 | | M | 70,600 | A | \$ 19.36 | 215,872.985 (2) | D |
| Class A Common Stock | 08/14/2017 | | S | 70,600 | D | \$ 65.988 (5) | 145,272.985 (2) | D |
| Class A Common Stock | 08/14/2017 | | M | 74,500 | A | \$ 31.82 | 219,772.985 (2) | D |
| Class A Common Stock | 08/14/2017 | | S | 74,500 | D | \$ 65.956 (6) | 145,272.985 (2) | D |

Employee
Stock
Purchase
Plan

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 Underlying Security (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|--|----------------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Non-Qualified Stock Options (Right to Buy) | \$ 19.36 | 08/14/2017 | | M | 70,600 | 11/26/2013 | 11/26/2022 | Class A Common Stock | 70 |
| | \$ 31.82 | 08/14/2017 | | M | 74,500 | 11/22/2014 | 11/22/2023 | | 74 |

Non-Qualified
Stock Options
(Right to Buy)

Class A
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEATHERBY DENNIS 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | Chief Financial Officer | |

Signatures

/s/ Dennis
Leatherby

08/15/2017

**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) The Reporting Person transferred shares from his Employee Stock Purchase Plan account into his personal stock account thereby changing the ownership of the Class A Common Stock from indirect to direct.

Includes 7,620.824 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; 8,605.818 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; and 7,329.581 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement is achieved.
- (3) 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.
- (4) 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.
- (5) This is a weighted average price. These shares were sold in multiple transactions on August 14, 2017 at prices ranging from \$65.83 to \$66.11, 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.
- (6) This is a weighted average price. These shares were sold in multiple transactions on August 14, 2017 at prices ranging from \$65.83 to \$66.10, 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.