

LEATHERBY DENNIS
Form 4
November 21, 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 *
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)
2200 W DON TYSON PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

SPRINGDALE, AR 72762

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

(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	09/19/2017		J ⁽¹⁾		79.285	A	\$ 0	145,352.27 ⁽²⁾	D	
Class A Common Stock	11/16/2017		J ⁽³⁾		344.0628	A	\$ 0	1,770.2244	I	Employee Stock Purchase Plan
Class A Common Stock	11/17/2017		M ⁽⁴⁾		21,106.374	A	\$ 0	166,458.644 ⁽²⁾	D	
	11/17/2017		F ⁽⁵⁾		10,311	D	\$ 0		D	

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- (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 7,646.474 shares of Class A Common Stock which vested as described in footnote 6; 8,634.783 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 2018 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 7,354.251 shares of Class A Common Stock which vest on November 17, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.

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

- (4) On November 21, 2014 the Reporting Person received a grant of 23,662 performance shares which vested (in whole or in part) or expired on November 17, 2017 subject to the achievement of performance criteria in the applicable Stock Incentive Agreement. The performance criteria were (a) a cumulative adjusted earnings before interest and taxes (EBIT) target of \$8,704 million for the 2015-2017 fiscal years and (b) a favorable comparison of the Issuer's Class A common stock price relative to the stock prices of a predetermined peer group of publicly traded companies over the 2015-2017 fiscal years. The performance shares could vest at a level of 50%-200% and were previously reported as derivative securities at the 200% level. On November 17, 2017, 21,106.374 shares vested and are reported herein as acquired non-derivatives securities and 2,555.626 shares expired

- (5) Pursuant to an election made by the Reporting Person, 10,311 shares were sold by the Reporting Person to the Issuer on November 17, 2017, to satisfy tax withholding obligations related to the vesting described in footnote 4.

- (6) On November 17, 2017, 7,646.474 shares of restricted Class A Common Stock vested. These shares were previously reported as beneficially owned by the Reporting Person. Pursuant to an election made by the Reporting Person, 3,736 shares were sold by the Reporting Person to the Issuer on November 17, 2017, to satisfy tax withholding obligations.

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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