

TYSON FOODS INC

Form 3

February 17, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Rouse Scott

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/14/2017

3. Issuer Name **and** Ticker or Trading Symbol
TYSON FOODS INC [TSN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)2200 W. DON TYSON
PARKWAY

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Customer Officer6. 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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

1,915.7746

I

Employee Stock Purchase Plan

Class A Common Stock

17,901.5128 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options (Right to Buy)	11/22/2014 ⁽²⁾	11/22/2023	Class A Common Stock	6,966	\$ 31.82	D	Â
Non-Qualified Stock Options (Right to Buy)	11/21/2015 ⁽²⁾	11/21/2024	Class A Common Stock	13,933	\$ 42.26	D	Â
Non-Qualified Stock Options (Right to Buy)	11/30/2016 ⁽²⁾	11/30/2025	Class A Common Stock	6,539	\$ 50	D	Â
Non-Qualified Stock Options (Right to Buy)	11/28/2017 ⁽²⁾	11/28/2026	Class A Common Stock	7,452	\$ 58.34	D	Â
Performance Shares	Â ⁽³⁾	Â ⁽³⁾	Class A Common Stock	6,000	\$ ⁽³⁾	D	Â
Performance Shares	Â ⁽⁴⁾	Â ⁽⁴⁾	Class A Common Stock	6,856.36	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rouse Scott 2200 W. DON TYSON PARKWAY SPRINGDALE, AR 72762	Â	Â	Â Chief Customer Officer	Â

Signatures

/s/ Scott Rouse 02/17/2017

^{**}Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 2,164.6158 shares of Class A Common Stock which vest on November 21, 2017; 1,519.883 shares of Class A Common Stock which vest on November 30, 2018; 1,720.294 shares of Class A Common Stock which vest on November 28, 2019; and 7,668.759 shares of Class A Common Stock which vest on February 14, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.
- (2) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.
- (3) Award of performance Class A Common Stock which vests 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. The

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performance criteria set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2016-2018) cumulative EBIT target and (2) a favorable comparison of the market price of the Issuer's Class A Common Stock to a predetermined peer group of publicly traded companies over a three year (fiscal 2016-2018) period. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50%-200% and are reported as derivative securities at the 200% level. If neither of the performance criteria is achieved, the award expires.

- (4) Award of performance Class A Common Stock which vests on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance criteria are (1) achievement of a three year (fiscal 2017-2019) cumulative EBIT target as set forth in the Incentive Agreement and (2) a comparison of the total shareholder return of the Issuer's Class A Common Stock to a peer group of publicly traded companies selected by the Compensation Committee of the Board of Directors of Issuer over a three year (fiscal 2017-2019) period, as more particularly described in the Incentive Agreement. If neither of the performance metrics is achieved, the award expires. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50%-200% and are reported as derivative securities as the 200% level. If neither of the performance criteria is 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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