

White Noel W
Form 4
December 01, 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 *
White Noel W

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

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Grp Pres FM & Intl

(Street)
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 or Price | | |
| Class A Common Stock | 11/30/2017 | | M | | 39,605 A \$ 42.26 | 202,526.2577 (1) | D |
| Class A Common Stock | 11/30/2017 | | S | | 39,605 D \$ 82.157 (2) | 162,921.2577 (1) | D |
| Class A Common Stock | 11/30/2017 | | M | | 36,418 A \$ 50 | 199,339.2577 (1) | D |
| Class A Common | 11/30/2017 | | S | | 36,418 D \$ 82.136 | 162,921.2577 (1) | D |

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| | | | | | | | | |
|-------------------------|------------|------|---------|---|------------------|---------------------|---|---------------------------------------|
| Stock | | | | | (3) | | | |
| Class A Common Stock | 11/30/2017 | M | 15,853 | A | \$ 58.34 | 178,774.2577 (1) | D | |
| Class A Common Stock | 11/30/2017 | S | 15,853 | D | \$ (4) 82.143 | 162,921.2577 (1) | D | |
| Class A Common Stock | 11/30/2017 | S | 21,764 | D | \$ (5) 82.155 | 141,157.2577 (1) | D | |
| Class A Common Stock | 11/30/2017 | J(6) | 49.8644 | A | \$ 0 | 12,584.9072 | 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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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Non-Qualified Stock Options (Right to Buy) | \$ 42.26 | 11/30/2017 | | M | 39,605 | 11/21/2015 | 11/21/2024 | Class A Common Stock | 39 |
| Non-Qualified Stock Options (Right to Buy) | \$ 50 | 11/30/2017 | | M | 36,418 | 11/30/2016 | 11/30/2025 | Class A Common Stock | 36 |
| Non-Qualified Stock Options (Right to Buy) | \$ 58.34 | 11/30/2017 | | M | 15,853 | 11/28/2017 | 11/28/2026 | Class A Common Stock | 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| White Noel W 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | Grp Pres FM & Intl | |

Signatures

/s/ R. Read Hudson by Power of Attorney for Noel W.
White

12/01/2017

 **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).

- Includes 23,907.4752 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement (SIA) are achieved and the Reporting Person is employed by Issuer on the vesting date; 12,831.763 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable SIA are achieved;
- (1) 11,095.179 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable SIA are achieved; 2,598.808 shares of Class A Common Stock which vest on February 14, 2020 if the performance metrics described in the applicable SIA are achieved; and 8,657.176 shares of Class A Common Stock which vest on November 13, 2020 if the performance metrics described in the applicable SIA are achieved.
- This is a weighted average price. These shares were sold in multiple transactions on November 30, 2017 at prices ranging from \$82.00 to
- (2) \$82.52, 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.
- This is a weighted average price. These shares were sold in multiple transactions on November 30, 2017 at prices ranging from \$82.00 to
- (3) \$82.50, 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.
- This is a weighted average price. These shares were sold in multiple transactions on November 30, 2017 at prices ranging from \$82.02 to
- (4) \$82.45, 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.
- This is a weighted average price. These shares were sold in multiple transactions on November 30, 2017 at prices ranging from \$82.00 to
- (5) \$82.41, 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.
- 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.
- (6) 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.

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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