TYSON FOODS INC

Form 4

December 02, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and AdVAN BEBB		-	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	(==== an appneaute)			
			(Month/Day/Year)	Director 10% Owner			
2200 DON TYSON PARKWAY			09/15/2015	X Officer (give title Other (speci			
				EVP & General Counsel			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SPRINGDA	LE, AR 727	762		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Sec	urities	s Acqui	red, Disposed of, o	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities A pror Disposed of (Instr. 3, 4 and	Acquired (A) of (D)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Class A Common Stock	09/15/2015		<u>J(1)</u>	75.7532	A	\$0	138,956.7532 (2)	D		
Class A Common Stock	11/19/2015		J <u>(3)</u>	1,080.5007	A	\$ 0	2,449.5007	I	Employee Stock Purchase Plan	
Class A Common Stock	11/30/2015		A(4)	13,655.282	A	\$0	152,612.0352 (2)	D		
	11/30/2015		S(5)	6,671	D	\$ 50		D		

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Class A Common Stock						145,941.0352 (2)		
Class A Common Stock	11/30/2015	M <u>(6)</u>	40,322.314	A	\$ 0	186,263.3492 (2)	D	
Class A Common Stock	11/30/2015	S <u>(7)</u>	19,699	D	\$ 50	166,564.3492 (2)	D	
Class A Common Stock	11/30/2015	A(8)	8,432.475	A	\$ 0	174,996.8242 (<u>2)</u>	D	
Class A Common Stock						900	I	By Son

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

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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. Transactio Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	<u>(6)</u>	11/30/2015		M		42,355	<u>(6)</u>	<u>(6)</u>	Class Comm Stock
Performance Shares	<u>(9)</u>	11/30/2015		A(9)	33,729.9		(9)	<u>(9)</u>	Class Comm Stock
Non-Qualified Stock Options (Right to Buy)	\$ 50	11/30/2015		A(10)	36,759		11/30/2016	11/30/2025	Class Comm Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

VAN BEBBER DAVID L 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762

EVP & General Counsel

Signatures

/s/ David L. Van
Bebber 12/02/2015

**Signature of Reporting
Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 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.
 - Includes 9,278.9249 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 2016 fiscal year if the performance criterion described in the applicable Stock Incentive Agreement is
- (2) achieved; and 6,929.8283 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 criterion described in the applicable Stock Incentive Agreement is achieved.
- Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee

 (3) 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.
- On November 26, 2012, the Reporting Person received a grant of restricted Class A Common Stock which were scheduled to vest on November 30, 2015 provided the Company achieved adjusted EBIT of more than \$100 million in the aggregate for the 2013-2015 fiscal years. On November 30, 2015, 13,655.282 shares of restricted Class A Common Stock vested.
- Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 30, 2015, to satisfy tax withholding obligations related to the vesting described in footnote 4.
 - On November 26, 2012 the Reporting Person received a grant of performance shares which vested or expired on November 30, 2015 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 \$3,844 million for the 2013-2015 fiscal years and (b) a favorable
- (6) 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 2013-2015 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 30, 2015, 40,322.314 shares vested and are reported herein as acquired non-derivatives securities.
- Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 30, 2015, to satisfy tax withholding obligations related to the vesting described in footnote 6.
- Award of 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 criterion described in the applicable Stock Incentive Agreement is achieved. The

 performance criterion is achievement of a three year (fiscal 2016-2018) cumulative EBIT target as set forth in the Stock Incentive

 Agreement. If the performance criterion is not achieved, the award expires.
 - 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 performance criteria set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2016-2018) cumulative
- (9) 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.
- (10) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Signatures 3

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