

Grimes Sally
Form 4
July 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Grimes Sally

(Last) (First) (Middle)

400 S. JEFFERSON STREET

(Street)

CHICAGO, IL 60607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TYSON FOODS INC [TSN]

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Group Pres Prepared Foods

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	06/19/2018		J ⁽¹⁾		842.36	A	\$ 0
							88,809.0533 ⁽²⁾
Class A Common Stock	06/28/2018		J ⁽³⁾		866.3143	A	\$ 0
							5,426.057
Class A Common Stock	07/01/2018		S ⁽⁴⁾		19,258	D	\$ 68.85
							69,551.0533 ⁽⁵⁾

Employee Stock Purchase Plan

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grimes Sally
400 S. JEFFERSON STREET
CHICAGO, IL 60607

Group Pres Prepared Foods

Signatures

/s/ Brett Worlow by Power of Attorney for Sally
Grimes

07/05/2018

__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).

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.

(1) Includes 48,388.5647 shares of Class A Common Stock which vested as described in footnote 4; 8,738.371 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;

(2) 7,442.477 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 6,489.654 shares of Class A Common Stock which vest on November 13, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.

(3)

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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 July 1, 2018, 48,388.5647 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, 19,258 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations.

- (5) Includes 8,738.371 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; 7,442.477 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 6,489.654 shares of Class A Common Stock which vest on November 13, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.

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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