

Whitmore Justin
Form 4
November 21, 2018

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 *
Whitmore Justin

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)
09/18/2018

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

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(Street)

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

SPRINGDALE, AR 72762

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 09/18/2018 | | J ⁽¹⁾ | | 85.929 | A | \$ 0 6,677.325 ⁽²⁾ | D |
| Class A Common Stock | 11/19/2018 | | A ⁽³⁾ | | 4,207.338 | A | \$ 0 10,884.663 ⁽⁴⁾ | D |

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

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SEC 1474 (9-02)

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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. 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Options (Right to Buy) | \$ 59.42 | 11/19/2018 | | A ⁽⁵⁾ | 22,027 | 11/19/2019 | 11/19/2028 | Class A Common Stock |
| Performance Shares | (6) | 11/19/2018 | | A | 16,829.35 | (6) | (6) | Class A Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Whitmore Justin
2200 W DON TYSON PARKWAY
SPRINGDALE, AR 72762

EVP Cont Impr & CSO

Signatures

/s/ R. Read Hudson by Power of Attorney for Justin Whitmore

11/21/2018

**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).

(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 4,395.195 shares of Class A Common Stock which vest on May 12, 2020 if the Reporting Person is employed by the Issuer on the vesting date and 2,282.13 shares which vest on November 13, 2020 if the performance metric described in the applicable Stock Incentive Agreement (the "SIA") are achieved and the Reporting Person is employed by the Issuer on the vesting date.

(3) Award of Class A Common Stock which vests on November 29, 2021 if the performance metric described in the applicable SIA is achieved. The performance metric is the achievement of a three year (fiscal 2019-2021) cumulative adjusted operating income target as set forth in the SIA. If the performance metric is not achieved, the award expires.

(4) Includes 4,395.195 shares of Class A Common Stock which vest on May 12, 2020 if the Reporting Person is employed by the Issuer on the vesting date and 2,282.13 shares which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved and the Reporting Person is employed by the Issuer on the vesting date; and 4,207.338 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.

(5) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

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- (6) Award of performance Class A Common Stock which vests on November 29, 2021 if the performance metrics described in the applicable SIA are achieved. The performance metrics set forth in the SIA are (1) achievement of a three year (fiscal 2019-2021) cumulative operating income target and (2) a favorable comparison of the relative total shareholder return of the Issuer's Class A Common Stock compared to a predetermined peer group of publicly traded companies over a three year (fiscal 2019-2021) period. Subject to the achievement of the performance metrics, the performance shares could vest at a level of 50 to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance metrics are 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.