

Grimes Sally
 Form 4
 November 21, 2018

FORM 4

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

OMB APPROVAL

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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

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/18/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group Pres Prepared Foods

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	(A) or (D)	Price			
Class A Common Stock	09/18/2018		J ⁽¹⁾		107.305	A	\$ 0	69,656.807 ⁽²⁾	D	
Class A Common Stock	11/15/2018		J ⁽³⁾		633.7677	A	\$ 0	6,059.8247	I	Employee Stock Purchase Plan
Class A Common Stock	11/19/2018		A ⁽⁴⁾		8,835.409	A	\$ 0	78,492.216 ⁽⁵⁾	D	

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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. 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 (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 ⁽⁶⁾	46,256	11/19/2019	11/19/2028	Class A Common Stock
Performance Shares	<u>(7)</u>	11/19/2018		A	35,341.636	<u>(7)</u>	<u>(7)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grimes Sally 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762			Group Pres	Prepared Foods

Signatures

/s/ R. Read Hudson by Power of Attorney for Sally Grimes 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 8,779.732 shares of Class A Common Stock which vest on December 1, 2018 if the performance metric described in the applicable Stock Incentive Agreement (the "SIA") is achieved; 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable SIA is achieved; and 6,520.371 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved.

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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.
- (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 8,779.732 shares of Class A Common Stock which vest on December 1, 2018 if the performance metric described in the applicable SIA is achieved; 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable SIA is achieved; 6,520.371 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 8,835.409 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.
- (5)

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

- 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.
- (7)

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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