

TYSON FOODS INC
Form 3
November 20, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Carper Howell P | | (Month/Day/Year) | TYSON FOODS INC [TSN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/14/2013 | | |
| 2200 DON TYSON PARKWAY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | EVP Strategy and New Ventures | |
| SPRINGDALE,Â ARÂ 72762 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 3,840 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 126,385 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|------------------|-------------------------|----------------------------|-------------------|---------------------------------------|---|
| Non-Qualified Stock Options (Right to Buy) | 11/14/2010 ⁽²⁾ | 11/14/2018 | Class A Common Stock | 8,000 | \$ 4.9 | D | Â |
| Non-Qualified Stock Options (Right to Buy) | 11/29/2011 ⁽³⁾ | 11/29/2020 | Class A Common Stock | 13,333 | \$ 16.19 | D | Â |
| Non-Qualified Stock Options (Right to Buy) | 11/28/2012 ⁽³⁾ | 11/28/2021 | Class A Common Stock | 26,666 | \$ 19.63 | D | Â |
| Non-Qualified Stock Options (Right to Buy) | 11/26/2013 ⁽³⁾ | 11/26/2022 | Class A Common Stock | 36,300 | \$ 19.36 | D | Â |
| Performance Shares | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Class A Common Stock | 23,347 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carper Howell P 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | Â | Â | Â EVP Strategy and New Ventures | Â |

Signatures

Howell P.
Carper

11/20/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 7,393 shares of restricted Class A Common Stock awarded pursuant to the Tyson Foods, Inc. 2000 Stock Incentive Plan scheduled to vest on November 26, 2015.
 - (2) These options are vested.
 - (3) The stock options vest at 33 1/3% on the first anniversary date of the grant and 33 1/3% for each of the following two years.
 - (4) Award of performance Class A Common Stock on November 26, 2012 which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2015 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the "Incentive Agreement") are achieved. The performance metrics are (1) achievement of a three year (fiscal 2013-2015) cumulative EBIT target as set forth in the Incentive Agreement and (2) a comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies selected by the Compensation Committee of the Board of Directors of Issuer over a three year (fiscal 2013-2015) period, as more particularly described in the Incentive Agreement. If neither of the performance metrics is

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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.

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