

Ramsey Douglas Wayne
Form 4
December 04, 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 *
Ramsey Douglas Wayne

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 (Month/Day/Year)

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

2200 W DON TYSON PARKWAY

11/30/2018

Group President Poultry

(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 Beneficial Ownership (Instr. 4)
Class A Common Stock	11/30/2018		F ⁽¹⁾	489 D	\$ 0 27,532.7088 ⁽²⁾	D	
Class A Common Stock	12/01/2018		M ⁽³⁾	5,707.8 A	\$ 0 33,240.5088 ⁽²⁾	D	
Class A Common Stock	12/01/2018		F ⁽⁴⁾	1,785 D	\$ 0 31,455.5088 ⁽²⁾	D	
Class A Common					97.6128	I	Employee Stock

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Includes 1,325.78 shares of Class A Common Stock which vest on November 18, 2019; 10,900.084 shares of Class A Common Stock which vest on May 12, 2020 if the performance metric described in the applicable Stock Incentive Agreement ("SIA") is achieved;

- (2) 5,542.315 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 7,573.208 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.

On November 30, 2015 the Reporting Person received a grant of 3,000 performance shares which vested or expired on December 1, 2018 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 \$6,877 million for the 2016-2018 fiscal years and (b) a favorable

- (3) 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 2016-2018 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 December 1, 2018, 5,707.8 shares vested and are reported herein as acquired non-derivatives securities and 292.2 shares expired.
- (4) Pursuant to an election made by the Reporting Person, 1,785 shares were sold by the Reporting Person to the Issuer on December 1, 2018, to satisfy tax withholding obligations related to the vesting described in footnote 3.
- (5) A portion of these performance shares vested as described in footnote 3. The remainder of the award expired.

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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