

Grimes Sally
Form 4
December 04, 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)

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

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

2200 W DON TYSON PARKWAY

11/29/2018

Group Pres Prepared Foods

(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 Ownership (Instr. 4)
			Code	V	Amount		
Class A Common Stock	11/29/2018		J ⁽¹⁾		65,6958	A	\$ 0 6,125.5205 I Employee Stock Purchase Plan
Class A Common Stock	12/01/2018		M ⁽²⁾		32,087.254	A	\$ 0 110,579.47 ⁽³⁾ D
Class A Common Stock	12/01/2018		F ⁽⁴⁾		14,216	D	\$ 0 96,363.47 ⁽³⁾ D
	12/01/2018		F ⁽⁵⁾		3,890	D	\$ 0 92,473.47 ⁽⁶⁾ D

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2016-2018 fiscal years and (b) a favorable 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, 32,087.254 shares vested and are reported herein as acquired non-derivatives securities and 1,642.646 shares expired.

- (3) Includes 8,779.732 shares of Class A Common Stock which vested on December 1, 2018 as described in footnote 5; 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement ("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 in the applicable SIA is achieved.
- (4) Pursuant to an election made by the Reporting Person, 14,216 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations related to the vesting described in footnote 2.
- (5) On December 1, 2018, 8,779.732 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, 3,890 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations.
- (6) Includes 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; and 8,835.409 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric in the applicable SIA is achieved.
- (7) A portion of these performance shares vested as described in footnote 2. 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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