

TYSON FOODS INC
Form 4
November 26, 2013

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 *
Carper Howell P

(Last) (First) (Middle)
2200 DON TYSON PARKWAY
(Street)

SPRINGDALE, AR 72762

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TYSON FOODS INC [TSN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Strategy and New Ventures

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 | (A) or (D) | Price | | |
| Class A Common Stock | 11/21/2013 | | J ⁽¹⁾ | 43 | A | \$ 0 | 3,883 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 11/22/2013 | | A | 9,114 ⁽²⁾ | A | \$ 0 | 135,499 | 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)

displays a currently valid OMB control number.

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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Non-Qualified Stock Options (Right to Buy) | \$ 31.82 | 11/22/2013 | | A | 74,500 | 11/22/2014 | 11/22/2023 | Class A Common Stock | 74 |
| Performance Shares | (3) | 11/22/2013 | | A(3) | 29,164 | (3) | (3) | Class A Common Stock | 29 |

Reporting Owners

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

Signatures

/s/ R. Read Hudson as Power of Attorney for Howell P. Carper

11/26/2013

__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).

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 Initial Statement of Securities was filed by the Reporting Person on November 20, 2013. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.

(2) Award of Class A Common Stock which vests on the fourth business day following the filing the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a three year (fiscal 2014-2016) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metrics are not achieved, the award expires.

(3) Award of performance Class A Common Stock which vests on the fourth business day following the filing the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive

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Agreement) are achieved. The performance metrics are (1) achievement of a three year (fiscal 2014-2016) 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 2014-2016) period, as more particularly described in the Incentive Agreement. If neither of the performance metrics is 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.