

Calaway Curt  
Form 4  
November 21, 2017

**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

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 \*  
Calaway Curt

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)  
09/19/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP Controller & CAO

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            | 09/19/2017                           |  | J <sup>(1)</sup>               |   | 266.667   | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 18,974.109 <sup>(2)</sup>                             |
| Class A Common Stock            | 11/16/2017                           |  | J <sup>(3)</sup>               |   | 757.7534  | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 3,429.8363  |
| Class A Common Stock            | 11/17/2017                           |  | A <sup>(4)</sup>               |   | 961.908   | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 19,936.017 <sup>(5)</sup>                             |

Employee Stock Purchase Plan

## Edgar Filing: Calaway Curt - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**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 Security (Instr. 3 and 4) |                  |                 |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                |
| Non-Qualified Stock Options (Right to Buy) | \$ 77.97   | 11/17/2017                           |  | A <sup>(6)</sup>               | 4,115   | 11/17/2018   | 11/17/2027  |                  |                 | Class A Common Stock |
| Performance Shares                         | <u>(7)</u>   | 11/21/2017                           |  | A                              | 3,847.634   | <u>(7)</u>   | <u>(7)</u>  |                  |                 | Class A Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| Calaway Curt<br>2200 W DON TYSON PARKWAY<br>SPRINGDALE, AR 72762 | SVP Controller & CAO                      |

## Signatures

/s/ R. Read Hudson by Power of Attorney for Curt Calaway 11/21/2017

\*\*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 1,532.726 shares of Class A Common Stock which vest on November 30, 2018 and 1,307.152 shares of Class A Common Stock which vest on November 18, 2019.
  - (3) 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

## Edgar Filing: Calaway Curt - Form 4

exempt from Section 16 concurrent reporting requirements pursuant to Rule 16b-3.

- (4) Award of Class A Common Stock which vests on November 17, 2020.
- (5) Includes 1,532.726 shares of Class A Common Stock which vest on November 30, 2018; 1,307.152 shares of Class A Common Stock which vest on November 28, 2019; and 961.908 shares of Class A Common Stock which vest on November 17, 2020.
- (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 13, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved. The performance criteria set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2018-2020) cumulative EBIT 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 2018-2020 ) period. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50 percent to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance criteria 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.