

TYSON FOODS INC

Form 4

November 25, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Grimes Sally

(Last) (First) (Middle)

400 S. JEFFERSON STREET

(Street)

CHICAGO, IL 60607

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TYSON FOODS INC [TSN]

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

11/20/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Pres and Global Growth Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 11/20/2014                              |                                                             | J <sup>(1)</sup>                        | 52 A \$ 0 52                                                               |                                                                                                                    | I                                                                    | Employee<br>Stock<br>Purchase<br>Plan                             |
| Class A<br>Common<br>Stock            | 11/21/2014                              |                                                             | A                                       | 7,690<br>(2) A \$ 0 7,690                                                  |                                                                                                                    | D                                                                    |                                                                   |

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  
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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                | Amount or Number of Shares |
| Non-Qualified Stock Options (Right to Buy) | \$ 42.26                                               | 11/21/2014                           |                                                    | A                              |                                                                                         | 83,490                                                   |     | 11/21/2015                                                  | 11/21/2024      | Class A Common Stock | 83,490                     |
| Performance Shares                         | (3)                                                    | 11/21/2014                           |                                                    | A(3)                           |                                                                                         | 24,609                                                   |     | (3)                                                         | (3)             | Class A Common Stock | 24,609                     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| Grimes Sally<br>400 S. JEFFERSON STREET<br>CHICAGO, IL 60607 | Pres and Global Growth Officer   |

## Signatures

/s/ R. Read Hudson by Power of Attorney for Sally Grimes 11/25/2014

\_\_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 last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. 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 of the Issuer's Annual Report on Form 10-K for its 2017 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 2015-2017) 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 of the Issuer's Annual Report on Form 10-K for its 2017 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 2015-2017) 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 2015-2017) 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.

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