

Whitmore Justin
Form 3/A
February 12, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Whitmore Justin

(Last) (First) (Middle)

2200 W DON TYSON
PARKWAY

(Street)

SPRINGDALE, AR 72762

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/21/2017

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Sustainability Officer

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

11/21/2017

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

6,591.396 ⁽¹⁾

D

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options (Right to Buy)	11/17/2018	11/17/2027	Class A Common Stock	9,600 ⁽²⁾	\$ 77.97	D	Â
Performance Shares	Â ⁽³⁾	Â ⁽³⁾	Class A Common Stock	8,977.812	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitmore Justin 2200 W DON TYSON PARKWAY SPRINGDALE, Â AR Â 72762	Â	Â	Â Chief Sustainability Officer	Â

Signatures

/s/ R. Read Hudson by Power of Attorney for Justin
Whitmore

02/02/2018

^{__}Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes an award of 2,244.453 Class A Common Stock shares which vest on November 13, 2020 if the performance metric described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved and the Reporting Person is employed by the Issuer on the vesting date. The performance metrics are achievement of a three year (fiscal 2018-2020) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metric is not achieved, the award expires. Also includes 4,338.634 shares of Class A Common Stock which vest on May 12, 2020 if the Reporting Person is employed by the Issuer on the vesting date.
- (1) the vesting date. The performance metrics are achievement of a three year (fiscal 2018-2020) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metric is not achieved, the award expires. Also includes 4,338.634 shares of Class A Common Stock which vest on May 12, 2020 if the Reporting Person is employed by the Issuer on the vesting date.
- (2) 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.
- (3) 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.

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