

Whitmore Justin
Form 3/A
February 12, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Whitmore Justin			(Month/Day/Year)	TYSON FOODS INC [TSN]	
(Last)	(First)	(Middle)	11/21/2017	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2200 W DON TYSON PARKWAY				(Check all applicable)	11/21/2017
(Street)				☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) Chief Sustainability Officer	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
SPRINGDALE,Â ARÂ 72762					
(City)	(State)	(Zip)			

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	Â

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

SEC 1473 (7-02)

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.

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)
---	---	---	--	---	--

Edgar Filing: Whitmore Justin - Form 3/A

	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 ARÂ 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.

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.