

Martin Chad Roderick
Form 3
January 29, 2019

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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Martin Chad Roderick	(Month/Day/Year)	TYSON FOODS INC [TSN]
(Last) (First) (Middle)	01/28/2019	
2200 W. DON TYSON PARKWAY		4. Relationship of Reporting Person(s) to Issuer
(Street)		5. If Amendment, Date Original Filed(Month/Day/Year)
		(Check all applicable)
		☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) Group President Poultry
SPRINGDALE,Â ARÂ 72762		6. Individual or Joint/Group Filing(Check Applicable Line)
(City) (State) (Zip)		☒ 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	995.9733	I	Employee Stock Purchase Plan
Class A Common Stock	4,838.952 ⁽¹⁾	D	Â
Class A Common Stock	1,500	I	by Spouse

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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Non-Qualified Stock Options (Right to Buy)	11/22/2014	11/22/2023	Class A Common Stock	6,200	\$ 31.82	D	Â
Non-Qualified Stock Options (Right to Buy)	11/21/2015	11/21/2024	Class A Common Stock	9,300	\$ 42.26	D	Â
Non-Qualified Stock Options (Right to Buy)	11/30/2016	11/30/2025	Class A Common Stock	2,943	\$ 50	D	Â
Non-Qualified Stock Options (Right to Buy)	11/28/2017	11/28/2026	Class A Common Stock	3,261	\$ 58.34	D	Â
Non-Qualified Stock Options (Right to Buy)	11/17/2018	11/17/2027	Class A Common Stock	4,115	\$ 77.97	D	Â
Non-Qualified Stock Options (Right to Buy)	11/19/2019	11/19/2028	Class A Common Stock	6,608	\$ 59.42	D	Â
Performance Shares	Â (2)	Â (2)	Class A Common Stock	1,499.828	\$ (2)	D	Â
Performance Shares	Â (3)	Â (3)	Class A Common Stock	3,847.634	\$ (3)	D	Â
Performance Shares	Â (4)	Â (4)	Class A Common Stock	5,048.806	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Martin Chad Roderick 2200 W. DON TYSON PARKWAY SPRINGDALE,Â ARÂ 72762	Â	Â	Â Group President Poultry	Â	

Signatures

/s/ R. Read Hudson by Power of Attorney for Chad Roderick
Martin

01/29/2019

__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 1,557.126 shares of Class A Common Stock which vest on November 28, 2019; 1,026.53 shares which vest on May 12, 2020;
(1) 984.622 shares of Class A Common Stock which vest on November 17, 2020; and 1,270.674 shares of Class A Common Stock which vest on November 19, 2021.

Award of performance Class A Common Stock which vests on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved. The performance metrics set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2017-2019) 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 2017-2019) period. Subject to the achievement of the performance metrics, the performance shares could vest at a level of 50%-200% and are reported as derivative securities at the 200% level. If neither of the performance metrics are achieved, the award expires.
(2)

Award of performance Class A Common Stock which vests on November 20, 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)

Award of performance Class A Common Stock which vests on November 29, 2021 if the performance metrics described in the SIA are achieved. The performance metrics set forth in the SIA are (1) achievement of a three year (fiscal 2019-2021) cumulative operating income 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 2019-2021) period. Subject to the achievement of the performance metrics, the performance shares could vest at a level of 50 to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance metrics are achieved, the award expires.
(4)

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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