Edgar Filing: TYSON FOODS INC - Form 4/A

TYSON FO Form 4/A								
FORN			PPROVAL 3235-0287					
if no lo subject Section Form 4 Form 5 obligati may co	to 16. or Filed put ions Section 17/	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 20(b) of the Investment Company Act of 1040						
(Print or Type	•	. *			6 D. I. J. J.			
Stouffer Stephen R Symbol			uer Name and Ticker or ol ON FOODS INC [T		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 2200 W DON TYSON PARKWAY			e of Earliest Transaction n/Day/Year) n/2016	Director 10% Owner X Officer (give title Other (specify below) below) President of Fresh Meats				
			mendment, Date Origina Aonth/Day/Year) 1/2016	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	able I - Non-Derivative	Securities A		of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code Disposed	(A) or of (D)	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)	
Pamindar P	anort on a sonarata lina	a far anab along of a	Code V Amount	(D) Price				
Kennider: Ke	eport on a separate line			ons who res	pond to the colle ained in this forn		SEC 1474 (9-02)	

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5. Number of

Securities

6. Date Exercisable and

Expiration Date

(Month/Day/Year)

number.

4.

Code

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

(Month/Day/Year) Execution Date, if TransactionDerivative

3. Transaction Date 3A. Deemed

any

1. Title of

Derivative

Security

2.

Conversion

or Exercise

Underlying Securities (Instr. 3 and 4)

7. Title and Amount of

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Shares	<u>(1)</u>	11/28/2016		A <u>(1)</u>		29,003.6 (2)		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	29,003

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Stouffer Stephen R 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762			President of Fresh Meats					
Signatures								
/s/ R. Read Hudson as Stephen R. Stouffer		12/01/2016	5					

**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).

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

- (1) 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) The number of shares was mistakenly reported at the 100% level, but the footnote indicated it was being reported at the 200% level. It is reported here at the 200% level.

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.