

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person - Whitmore Justin | | | 2. Issuer Name and Ticker or Trading Symbol TYSON FOODS, INC. [TSN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP Alternative Proteins | | |
| (Last) (First) (Middle) 2200 W DON TYSON PARKWAY | | | 3. Date of Earliest Transaction (MM/DD/YYYY) 9/16/2020 | | | | | |
| (Street) SPRINGDALE, AR 72762 | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | | | |
| Class A Common Stock | 9/16/2020 | | J ⁽¹⁾ | | 170.371 | A | \$0 | 16053.858 ⁽²⁾ | D |
| Class A Common Stock | 11/20/2020 | | F ⁽³⁾ | | 781 | D | \$60.74 | 15272.858 ⁽⁴⁾ | D |
| Class A Common Stock | 11/20/2020 | | M ⁽⁵⁾ | | 1393.805 | A | \$0 | 16666.663 ⁽⁴⁾ | D |
| Class A Common Stock | 11/20/2020 | | F ⁽⁶⁾ | | 618 | D | \$60.74 | 16048.663 ⁽⁴⁾ | D |
| Class A Common Stock | 11/20/2020 | | A ⁽⁷⁾ | | 5556.47 | A | \$0 | 21605.133 ⁽⁸⁾ | D |
| Class A Common Stock | 11/20/2020 | | A ⁽⁹⁾ | | 5597.629 | A | \$0 | 27202.762 ⁽¹⁰⁾ | D |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|--|---------------------------------|---|---|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Shares | ⁽¹¹⁾ | 9/16/2020 | | M | | 8977.812 | | ⁽¹¹⁾ | ⁽¹¹⁾ | Class A Common Stock | 8977.812 | \$0 | 0 | D | |
| Performance Shares | ⁽¹²⁾ | 11/20/2020 | | A | | 22225.88 | | ⁽¹²⁾ | ⁽¹²⁾ | Class A Common Stock | 22225.88 | ⁽¹²⁾ | 22225.88 | D | |
| Non-Qualified Stock Options (Right to Buy) | \$60.74 | 11/20/2020 | | A ⁽¹³⁾ | | 1 | | 11/20/2021 | 11/20/2030 | Class A Common Stock | 1.0 | \$0 | 1 | D | |

Explanation of Responses:

- Represents shares of the Issuer's Class A Common Stock received by the Reporting Person pursuant to the Issuer's dividend reinvestment plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 concurrent reporting requirements pursuant to Rule 16a-11.
- Includes 2,393.159 shares which vested on November 20, 2020; 4,412.034 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable Stock Incentive Agreement ("SIA") is achieved; 2,323.022 shares of Class A Common Stock which vest on May 10, 2022 if the performance metric described in the applicable SIA is achieved and 3,707.79 shares of Class A Common Stock which vest on November 18, 2022 if the performance metric described in the applicable SIA is achieved.
- On November 20, 2020, 2,393.159 shares of restricted Class A Common Stock vested. These shares were previously reported as beneficially owned by the Reporting Person. Pursuant to an election made by the Reporting Person, 781 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations.
- Includes 4,412.034 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved; 2,323.022 shares of Class A Common Stock which vest on May 10, 2022 if the performance metric described in the applicable SIA is achieved and 3,707.79 shares of Class A Common Stock which vest on November 18, 2022 if the performance metric described in the applicable SIA is achieved.
- On November 17, 2017 the Reporting Person received a grant of 8,977.812 performance shares which vested or expired on November 20, 2020 subject to

the achievement of performance criteria in the applicable SIA. The performance criteria were (a) a cumulative operating income target of \$11,326 million for the 2018-2020 fiscal years and (b) a favorable comparison of the relative shareholder return of the Issuer's Class A Common Stock compared to a predetermined peer group of publicly traded companies over the 2018-2020 fiscal years. The performance shares could vest at a level of 50%-200% per performance criteria and were previously reported in the aggregate as derivative securities at the 200% level. On November 20, 2020, 1,393.805 shares vested and are reported herein as acquired non-derivatives securities and the remainder of the award expired.

- (6) Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 20, 2020, to satisfy tax withholding obligations related to the vesting described in footnote 5.
- (7) Restricted Stock award of Class A Common Stock which vests on November 20, 2023.
- (8) Includes 4,412.034 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved; 2,323.022 shares of Class A Common Stock which vest on May 10, 2022 if the performance metric described in the applicable SIA is achieved; 3,707.79 shares of Class A Common Stock which vest on November 18, 2022 if the performance metric described in the applicable SIA is achieved and 5,556.47 shares of Class A Common Stock which vest on November 20, 2023.
- (9) Award of restricted stock units ("RSUs") which vest in equal annual increments on each of the first and second anniversary dates of the grant and become fully vested after two years. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- (10) Includes 4,412.034 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved; 2,323.022 shares of Class A Common Stock which vest on May 10, 2022 if the performance metric described in the applicable SIA is achieved; 3,707.79 shares of Class A Common Stock which vest on November 18, 2022 if the performance metric described in the applicable SIA is achieved; 5,597.629 RSUs which vest in equal annual installments on each of the first and second anniversary dates of the grant and become fully vested on November 20, 2022; and 5,556.47 shares of Class A Common Stock which vest on November 20, 2023.
- (11) A portion of these performance shares vested as described in footnote 5. The remainder of the award expired.
- (12) Award of performance Class A Common Stock which vests on November 20, 2023 if the performance metrics described in the applicable SIA are achieved. The performance metrics set forth in the SIA are (1) achievement of a three year (fiscal 2021-2023) 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 2021-2023) 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.
- (13) These options vest in equal annual increments on each of the first, second and third anniversary dates of the grant and become fully vested after three years.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whitmore Justin 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | EVP Alternative Proteins | |

Signatures

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

11/24/2020

**Signature of Reporting Person

Date

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

* 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).

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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