

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 TYSON JOHN H <small>(Last) (First) (Middle)</small> 2200 W DON TYSON PARKWAY <small>(Street)</small> SPRINGDALE, AR 72762 <small>(City) (State) (Zip)</small>	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) Chairman of the Board
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/17/2023</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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)	Price			
Class A Common Stock	11/17/2023		A		30,775.544	A	(1)	2,769,925.426	D	
Class A Common Stock	11/20/2023		F		9,879	D	\$48.74	2,760,046.426	D	
Class A Common Stock	11/20/2023		M		49,390.846	A	(2)	2,809,437.272	D	
Class A Common Stock	11/20/2023		F		20,550	D	\$48.41	2,788,887.272	D	
Class A Common Stock								134,585.505	I	Employee Stock Purchase Plan

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				
Non-Qualified Stock Options (Right to Buy)	\$48.74	11/17/2023		A		132,392		11/17/2024	11/17/2033	Class A Common Stock	132,392	\$0	132,392	D	
Performance Shares	(3)	11/17/2023		A		61,551.087		(3)	(3)	Class A Common Stock	61,551.087	(3)	61,551.087	D	
Performance Shares	(2)	11/17/2023		A		123,102.175		(2)	(2)	Class A Common Stock	123,102.175	(2)	123,102.175	D	
Performance Shares	(8)	11/20/2023		M		98,781.692		(8)	(8)	Class A Common Stock	98,781.692	(8)	0	D	

Explanation of Responses:

- (1) Restricted Stock award of Class A Common Stock which will vest on November 17, 2024.
- (2) On November 20, 2023, 23,689.048 shares of restricted Class A Common Stock vested. The restricted shares were previously reported as beneficially owned by the Reporting Person. Pursuant to the terms of the award agreement these shares were withheld by the Issuer to satisfy tax withholding obligations.
- (3) On November 20, 2020 the Reporting Person received a grant of performance shares which vested or expired on November 20, 2023 subject to the achievement of performance criteria in the applicable Stock Incentive Agreement. The performance criteria were (a) a cumulative operating income target of \$7.637 billion for the 2021-2023 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 2021-2023 fiscal years. The performance shares could vest at a level of 50 percent -200 percent per performance criteria and were previously reported in the aggregate as derivative securities at the 200 percent level. On November 20, 2023, 49,390.846 shares vested and are reported herein as acquired non-derivative securities and the remainder of the award expired.
- (4) Pursuant to the terms of the award agreement, these shares were withheld by the Issuer to satisfy tax withholding obligations related to the vesting described in footnote 3.
- (5) 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.
- (6) Award of performance Class A Common Stock which will vest in equal annual increments on the first and second anniversary dates of the grant if the performance metric described in the applicable Stock Incentive Agreement (the "SIA") is achieved. The performance metric set forth in the SIAs is the achievement of a one year (fiscal 2024) operating income target. Subject to the achievement of the performance metric, the performance shares could vest at a level of 25 to 100 percent and are reported as derivative securities at the 100 percent level. If the performance metric is not achieved, the award expires.
- (7) Award of performance Class A Common Stock which vests on November 17, 2026 if the performance metrics described in the applicable Stock Incentive Agreement (the "SIA") are achieved. The performance metrics set forth in the SIAs are: (1) achievement of a three year (fiscal 2024-2026) 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 2024-2026) 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 none of the performance metrics are achieved, the award expires.
- (8) A portion of these performance shares vested as described in footnote 3. The remainder of the award expired.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TYSON JOHN H 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762	X	Chairman of the Board
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Signatures

/s/ Marissa Savells by Power of Attorney for John H. Tyson

11/21/2023

**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.

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.

Securities and Exchange Commission
450 Fifth Street, NW
Washington, D.C.

To Whom It May Concern:

I, John H. Tyson, the undersigned, of 2200 West Don Tyson Parkway, Springdale, AR 72762 hereby appoint Adam Deckinger, Gordon McGrath or Marissa Savells as my true and lawful attorneys in fact, giving to each individually the full power and authority to execute and file on my behalf all forms necessary for reporting my transactions in Tyson Foods, Inc. securities to the Securities and Exchange Commission, including without limitation Forms 3, 4 or 5.

The undersigned also hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, including without limitation the updating of EDGAR CIK, CCC, Password, and other access codes, passphrases, and other account or filer information, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney will continue until terminated by me in writing, or until I am no longer required to report my trading activity in Tyson Foods, Inc. securities to the Securities and Exchange Commission.

The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ John H. Tyson

John H. Tyson

STATE OF ARKANSAS)

)

COUNTY OF WASHINGTON)

Before me, the undersigned authority, on this day appeared, John H. Tyson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she had executed the instrument for the purposes and consideration expressed in the instrument, as her act and deed.

Given under my hand and seal of office on the 11th day of August, 2023.

/s/ Christina Nelson

Notary Public

My Commission Expires: March 1, 2028

