

[ ] Check this box if no longer subject to Section 16.  
Form 4 or Form 5 obligations may continue. See  
Instruction 1(b).

**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  <b>Nichol Jason</b>  (Last) (First) (Middle)  <b>2200 W DON TYSON PARKWAY</b> (Street)  <b>SPRINGDALE, AR 72762</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol  <b>TYSON FOODS, INC. [ TSN ]</b>  3. Date of Earliest Transaction (MM/DD/YYYY)  <b>11/18/2022</b>  4. If Amendment, Date Original Filed (MM/DD/YYYY)	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) <b>Chief Customer Officer</b>  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
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**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/18/2022		F		406	D	\$65.52	7345.418	D	
Class A Common Stock	11/18/2022		M		1641.114	A	\$0	8986.532	D	
Class A Common Stock	11/18/2022		F		743	D	\$65.52	8243.532	D	
Class A Common Stock	11/18/2022		A		5723.443	A	\$0	14100.78	D	
Class A Common Stock								2114.9026	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					
Performance Shares		11/18/2022		M			3334.074			Class A Common Stock	3334.074	0	D	
Class A Common Stock		11/18/2022		A		22893.773				Class A Common Stock	22893.773		D	
Class A Common Stock	\$65.52	11/18/2022		A		23705		11/18/2023	11/18/2034	Class A Common Stock	23705.0		D	

**Explanation of Responses:**

- (1) On November 18, 2022, 896.123 shares of restricted Class A Common Stock vested. These shares were previously reported as beneficially owned by the Reporting Person. Pursuant to the terms of the award agreement, 406 shares were withheld by the Issuer to satisfy tax withholding obligations.
- (2) On November 18, 2019 the Reporting Person received a grant of performance shares which vested or expired on November 18, 2022 subject to the achievement of performance criteria in the applicable Stock Incentive Agreement. The performance criteria were (a) a cumulative operating income target of \$3.9 billion for the 2020-2022 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 2020-2022 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 18, 2022, 1,641.114 shares vested and are reported herein as acquired non-derivative securities and the remainder of the award expired.
- (3) 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 2.
- (4) Restricted Stock award of Class A Common Stock which vests on November 18, 2025.
- (5) Includes 133.805 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.
- (6) Includes 629.935 shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock Purchase 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 16b-3.
- (7) A portion of these performance shares vested as described in footnote 2. The remainder of the award expired.
- (8) Award of performance Class A Common Stock which vests on November 18, 2025 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 2023-2025) 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 2023-2025) period; and (3) achievement of a three year (fiscal 2023-2025) average return on invested capital target. 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.
- (9) 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
Nichol Jason 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762			Chief Customer Officer	

**Signatures**

/s/ Mark Liberman as Power of Attorney for Jason D. Nichol      11/22/2022  
 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, Jason D. Nichol, the undersigned, of 2200 West Don Tyson Parkway, Springdale, AR 72762 hereby appoint Amy Tu, Adam Deckinger, Mark Liberman and Brett Worlow 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.

  
\_\_\_\_\_  
JASON D. NICHOL

STATE OF Arkansas )  
COUNTY OF Washington )

Before me, the undersigned authority, on this day appeared Jason D. Nichol, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the instrument for the purposes and consideration expressed in the instrument, as the act and deed of Jason D. Nichol.

Given under my hand and seal of office on the 24<sup>th</sup> day of February, 2021.

  
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Notary Public

My Commission Expires: 7-23-30



