

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| TYSON JOHN H | | | TYSON FOODS, INC. [TSN] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 2200 W DON TYSON PARKWAY | | | 9/16/2019 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SPRINGDALE, AR 72762 | | | | | | <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) | Price | | | |
| Class A Common Stock | 9/16/2019 | | J ⁽¹⁾ | | 1749.7177 | A | \$0 | 2521808.9032 ⁽²⁾ | D | |
| Class A Common Stock | 9/16/2019 | | J ⁽³⁾ | | 2550.3384 | A | \$0 | 120974.3146 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 11/18/2019 | | F ⁽⁴⁾ | | 9464 | D | \$0 | 2512344.9032 ⁽⁵⁾ | D | |
| Class A Common Stock | 11/18/2019 | | M ⁽⁶⁾ | | 46015.98 | A | \$0 | 2558360.8832 ⁽⁵⁾ | D | |
| Class A Common Stock | 11/18/2019 | | F ⁽⁷⁾ | | 19633 | D | \$0 | 2538727.8832 ⁽⁵⁾ | D | |
| Class A Common Stock | 11/18/2019 | | A ⁽⁸⁾ | | 16670.371 | A | \$0 | 2555398.2542 ⁽⁹⁾ | 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 | ⁽¹⁰⁾ | 11/18/2019 | | M | | 85878.746 | | ⁽¹⁰⁾ | ⁽¹⁰⁾ | Class A Common Stock | 85878.746 | \$0 | 0 | D | |
| Performance Shares | ⁽¹¹⁾ | 11/18/2019 | | A | | 66681.484 | | ⁽¹¹⁾ | ⁽¹¹⁾ | Class A Common Stock | 66681.484 | ⁽¹¹⁾ | 66681.484 | D | |
| Non-Qualified Stock Options (Right to Buy) | \$89.98 | 11/18/2019 | | A ⁽¹²⁾ | | 89499 | | 11/18/2020 | 11/18/2029 | Class A Common Stock | 89499.0 | \$0 | 89499 | 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 22,618.073 shares of Class A Common Stock which vested on November 18, 2019 as described in footnote 4; 17,484.579 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable Stock Incentive Agreement ("SIA") is achieved; and 24,928.084 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.
- Represents 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.
- On November 18, 2019, 22,618.073 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, these shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations.

- (5) Includes 17,484.579 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 24,928.084 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.
- (6) On November 28, 2016 the Reporting Person received a grant of 85,878.746 performance shares which vested or expired on November 18, 2019 subject to the achievement of performance criteria in the applicable SIA. The performance criteria were (a) a cumulative adjusted earnings before interest and taxes (EBIT) target of \$9,365 million for the 2017-2019 fiscal years and (b) a favorable comparison of the Issuer's Class A total shareholder return relative to the total shareholder return of a predetermined peer group of publicly traded companies over the 2017-2019 fiscal years. The performance shares could vest at a level of 50%-200% and were previously reported as derivative securities at the 200% level. On November 18, 2019, 46,015.98 shares vested and are reported herein as acquired non-derivatives securities and the remainder of the award expired.
- (7) Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 18, 2019, to satisfy tax withholding obligations related to the vesting described in footnote 6.
- (8) Award of Class A Common Stock which vests on November 18, 2022 if the performance metric described in the applicable SIA is achieved. The performance metric is the achievement of a three year (fiscal 2020-2022) cumulative adjusted operating income target as set forth in the SIA. If the performance metric is not achieved, the award expires.
- (9) Includes 17,484.579 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; 24,928.084 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved and 16,670.371 shares of Class A Common Stock which vest on November 18, 2022 if the performance metric described in the applicable SIA is achieved.
- (10) A portion of these performance shares vested as described in footnote 6. The remainder of the award expired.
- (11) Award of performance Class A Common Stock which vests on November 18, 2022 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 2020-2022) 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 2020-2022) 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.
- (12) The stock options vest at 33 1/3 percent on each of the first, second, and third anniversary dates of the grant.

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 | |

Signatures

/s/ John Tyson

11/20/2019

**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.