

SYSCO CORP
Form 4
December 18, 2007

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ACCARDI LAWRENCE J

(Last) (First) (Middle)

1390 ENCLAVE PARKWAY

(Street)

HOUSTON, TX 77077

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYSCO CORP [SYY]

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP C Sales; Pres Spec Dis

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | | | |
| Common Stock | 12/11/2007 | | G | V 200 D \$ 0 | 163,300 | D | |
| Common Stock | 12/17/2007 | | M | 11,942 A \$ 10.9375 | 175,242 | D | |
| Common Stock | 12/17/2007 | | M | 6,460 A \$ 16.2813 | 181,702 | D | |
| Common Stock | 12/17/2007 | | M | 4,768 A \$ 20.9688 | 186,470 | D | |
| Common Stock | 12/17/2007 | | M | 13,794 A \$ 27.79 | 200,264 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 12/17/2007 | M | 543 | A | \$ 30.57 | 200,807 | D |
| Common Stock | 12/17/2007 | F | 23,307 | D | \$ 31.56 | 177,500 | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Purchase) | \$ 10.9375 | 12/17/2007 | | M | 11,942 | <u>(1)</u> 09/02/2008 | Common Stock | 11,942 |
| Option (Right to Purchase) | \$ 16.2813 | 12/17/2007 | | M | 6,460 | <u>(1)</u> 09/01/2009 | Common Stock | 6,460 |
| Option (Right to Purchase) | \$ 20.9688 | 12/17/2007 | | M | 4,768 | <u>(1)</u> 09/06/2010 | Common Stock | 4,768 |
| Option (Right to Purchase) | \$ 27.79 | 12/17/2007 | | M | 13,794 | <u>(3)</u> 09/10/2011 | Common Stock | 13,794 |
| Option (Right to Purchase) | \$ 30.57 | 12/17/2007 | | M | 543 | <u>(1)</u> 09/11/2012 | Common Stock | 543 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Exec VP C Sales; Pres Spec Dis | |

ACCARDI LAWRENCE J
1390 ENCLAVE PARKWAY
HOUSTON, TX 77077

Signatures

/s/ Michael C. Nichols,
attorney-in-fact

12/18/2007

__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).

(1) Options are fully exercisable.

(2) Options granted by the Compensation Committee pursuant to the company's benefit plans.

(3) Of the options outstanding, 84,000 shares are fully exercisable. The remaining 6,000 shares will vest in equal portions on July 2, 2008 & July 2, 2009.

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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