

DeLaney William J III
 Form 4
 May 24, 2013

FORM 4

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

OMB APPROVAL

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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, 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 *
 DeLaney William J III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1390 ENCLAVE PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

HOUSTON, TX 77077

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. 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	05/23/2013		M		12,500	A	\$ 31.5
Common Stock	05/23/2013		M		14,500	A	\$ 31.7
Common Stock	05/23/2013		M		73,000	A	\$ 33.39
Common Stock	05/23/2013		M		99,999	A	\$ 24.99
Common Stock	05/23/2013		M		257,600	A	\$ 23.36
							349,248
							363,748
							436,748
							536,747
							794,347

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Common Stock	05/23/2013	M	211,200	A	\$ 27.44	1,005,547	D
Common Stock	05/23/2013	M	200,000	A	\$ 28.87	1,205,547	D
Common Stock	05/23/2013	M	150,000	A	\$ 27.65	1,355,547	D
Common Stock	05/23/2013	S	1,018,799	D	\$ 34.672 <u>(1)</u>	336,748 ⁽²⁾	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 31.75	05/23/2013		M	12,500	<u>(3)</u>	09/10/2013	Common Stock	12,500
Stock Options (Right to Buy)	\$ 31.7	05/23/2013		M	14,500	<u>(3)</u>	09/06/2013	Common Stock	14,500
Stock Options (Right to Buy)	\$ 33.39	05/23/2013		M	73,000	<u>(3)</u>	11/12/2014	Common Stock	73,000
Stock Options (Right to Buy)	\$ 24.99	05/23/2013		M	99,999	<u>(4)</u>	11/10/2015	Common Stock	99,999
Stock Options	\$ 23.36	05/23/2013		M	257,600	<u>(5)</u>	02/10/2016	Common Stock	257,600

(Right to Buy)

Stock

Options (Right to Buy)

\$ 27.44

05/23/2013

M

211,200

(6)

11/09/2016

Common Stock

211,200

Stock

Options (Right to Buy)

\$ 28.87

05/23/2013

M

200,000

(7)

11/10/2017

Common Stock

200,000

Stock

Options (Right to Buy)

\$ 27.65

05/23/2013

M

150,000

(8)

11/14/2018

Common Stock

150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeLaney William J III 1390 ENCLAVE PARKWAY HOUSTON, TX 77077	X		President & CEO	

Signatures

/s/ Russell T. Libby,
attorney-in-fact

05/24/2013

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).

Reflects weighted average price. Range of prices were between \$34.50 and \$35.04. The reporting person will provide upon request by the

- (1) Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (2) Includes 208,176 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (3) Options are fully exercisable.
- (4) One-fifth of the shares covered by the grant vest and are exercisable on 11/11/2009, 11/11/2010, 11/11/2011, 11/11/2012 and 11/11/2013, respectively. No options may be exercised prior to 11/11/2009. Options will expire on 11/10/2015.
- (5) One-fifth of the shares covered by the grant vest and are exercisable on 02/11/2010, 02/11/2011, 02/11/2012, 02/11/2013 and 02/11/2014, respectively. No options may be exercised prior to 02/11/2010. Options will expire on 02/10/2016.
- (6) One-fifth of the shares covered by the grant vest and are exercisable on 11/10/2010, 11/10/2011, 11/10/2012, 11/10/2013 and 11/10/2014, respectively. No options may be exercised prior to 11/10/2010. Options will expire on 11/09/2016.
- (7) One-fifth of the shares covered by the grant vest and are exercisable on 11/11/2011, 11/11/2012, 11/11/2013, 11/11/2014 and 11/11/2015, respectively. No options may be exercised prior to 11/11/2011. Options will expire on 11/10/2017.
- (8) One-fifth of the shares covered by the grant vest and are exercisable on 11/15/2012, 11/15/2013, 11/15/2014, 11/15/2015 and 11/15/2016. No options may be exercised prior to 11/15/2012. Options will expire on 11/14/2018.

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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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