

SYSCO CORP  
Form 4  
May 20, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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, 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 \*  
Day William B.

(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)  
05/18/2016

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)  
Executive Vice President

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)	(A) or (D)	5. Amount or Price	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 Ownership (Instr. 4)
Common Stock	05/18/2016		S <sup>(1)</sup>	20,500	D	\$ 48.87 (2)	123,231	D	
Common Stock	05/18/2016		M <sup>(3)</sup>	15,400	A	\$ 27.44	138,631	D	
Common Stock	05/18/2016		S <sup>(3)</sup>	11,756	D	\$ 48.93 (4)	126,875	D	
Common Stock	05/18/2016		M <sup>(3)</sup>	71,400	A	\$ 28.87	198,275	D	
	05/18/2016		S <sup>(3)</sup>	67,937	D		130,338	D	

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Common Stock						\$ 48.87 <u>(5)</u>		
Common Stock	05/18/2016		F <sup>(6)</sup>	4,055	D	\$ 49.3	167,838	D
Common Stock	05/18/2016		M <sup>(3)</sup>	37,500	A	\$ 27.65	130,338	D
Common Stock	05/18/2016		S <sup>(3)</sup>	37,500	D	\$ 48.85 <u>(7)</u>	126,283	D

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

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SEC 1474  
(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)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 27.44	05/18/2016		M <sup>(3)</sup>	15,400	<u>(8)</u> 11/09/2016	Common Stock	15,400
Stock Options (Right to buy)	\$ 28.87	05/18/2016		M <sup>(3)</sup>	71,400	<u>(8)</u> 11/10/2017	Common Stock	71,400
Stock Options (Right to buy)	\$ 27.65	05/18/2016		M <sup>(3)</sup>	37,500	<u>(8)</u> 11/14/2018	Common Stock	37,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
Day William B. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077			Executive Vice President	

## Signatures

Gerald W. Clanton, attorney  
in fact

05/20/2016

\_\_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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 11, 2016.

The price reported is a weighted average sale price of the 20,500 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$48.53 to \$49.21. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(3) The exercises and sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2016.

The price reported is a weighted average sale price of the 11,756 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$48.53 to \$49.22. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

The price reported is a weighted average sale price of the 67,937 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$48.52 to \$49.22. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(6) Represents previously-owned shares having a fair market value of \$49.30 per share that were delivered by the Reporting Person in payment of the option exercise price.

The price reported is a weighted average sale price of the 37,500 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$48.52 to \$49.20. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(8) Options are fully exercisable.

(9) Options granted by the Compensation Committee of the company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.

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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