SYSCO CORP Form 4

November 19, 2013

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bene Thomas

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SYSCO CORP [SYY]

(Check all applicable)

(First) (Middle) (Last)

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

Filed(Month/Day/Year)

3.

Director X_ Officer (give title

10% Owner Other (specify

1390 ENCLAVE PARKWAY 11/14/2013

below) below) EVP; Chief Merch. Officer

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

HOUSTON, TX 77077

(City) (State) (Zip)

11/15/2013

(Street)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A)

(1)

Transaction(s) (Instr. 3 and 4)

Amount (D) Price

\$0 A 15,308 $43,773 \stackrel{(2)}{=}$

D

Stock

Common

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)

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| 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 or 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 Option (Right to buy) | \$ 33.4 | 11/14/2013(3) | | A | 172,505 | <u>(4)</u> | 11/14/2023 | Common Stock | 172,505 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Bene Thomas 1390 ENCLAVE PARKWAY HOUSTON, TX 77077 | | | EVP; Chief Merch. Officer | | | | |

Signatures

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

**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) Restricted stock units granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2013 Long Term Stock Incentive Plan.
- (2) Includes 15,308 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (3) The awards were delivered to the employees on 11/15/2013 following Stockholder Approval of the 2013 Long Term Stock Incentive
- One-fifth of the shares covered by the grant vest and are exercisable on 11/15/2014, 11/15/2015, 11/15/2016, 11/15/2017, 11/15/2018, respectively. No options may be exercised prior to 11/15/2014. Options will expire on 11/14/2023.
- Options granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2013 Long Term 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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