

NICHOLS MICHAEL C

Form 4

November 12, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NICHOLS MICHAEL C

(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)
11/10/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Sr. VP, Gen Counsel and Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	10/26/2010		G	V 850 D \$ 0	22,274 ⁽¹⁾	D	
Common Stock	11/10/2010		F ⁽²⁾	675 D \$ 28.79	21,599 ⁽³⁾	D	
Common Stock ⁽⁴⁾	11/11/2010		A	8,500 A ⁽⁵⁾	30,099 ⁽⁶⁾	D	
Common Stock					153.2	I	through children

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)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 28.87	11/11/2010		A	42,000	(7) 11/10/2017	Common Stock	42,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NICHOLS MICHAEL C 1390 ENCLAVE PARKWAY HOUSTON, TX 77077	Sr. VP, Gen Counsel and Sec

Signatures

/s/ Thomas P. Kurz,
attorney-in-fact

11/12/2010

__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) Includes 8,100 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (2) Shares withheld for payment of taxes in connection with the vesting of 2,700 restricted stock units granted on November 10, 2009.
- (3) Includes 5,400 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (4) Grant of restricted stock units that may be settled solely by delivery of an equal number of shares of common stock. Units vest one-third on the 1st, 2nd and 3rd anniversary of date of grant.
- (5) Restricted stock units granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.

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- (6) Includes 13,900 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (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) 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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