

Nelson Jenna  
Form 4  
January 02, 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 \*  
Nelson Jenna

2. Issuer Name and Ticker or Trading Symbol  
SYKES ENTERPRISES INC  
[SYKE]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
400 NORTH ASHLEY DRIVE, SUITE 2800  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive Vice President

TAMPA, FL 33602

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5.	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	12/31/2012	A		32	(2)	(3)	(3)	Common Stock	32 \$ 15.2
Restricted Stock	\$ 15.33						(4)	(5)	Common Stock	4,431
Restricted Stock	\$ 17.87						(6)	(6)	Common Stock	4,656
Restricted Stock	\$ 23.7						(7)	(7)	Common Stock	5,003

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson Jenna 400 NORTH ASHLEY DRIVE SUITE 2800 TAMPA, FL 33602			Executive Vice President	

Signatures

/s/ James T. Holder, attorney-in-fact for Jenna Nelson  
 \*\*Signature of Reporting Person  
 01/02/2013  
 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) 1-for-1
- (2) The shares of phantom stock become payable, pursuant to the terms and conditions set forth in the Company's 2005 Deferred Contribution Plan.
- (3) The shares of phantom stock become payable, in cash or common stock, at the election of the reporting person and pursuant to the terms and conditions set forth in the Company's 2005 Deferred Contribution Plan.
- (4) The Restricted Stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan subject to specific performance criteria. The performance criteria has been satisfied and the shares have fully vested.

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- (5) The Restricted Stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan subject to specific performance criteria. The performance criteria has been satisfied and the shares have fully vested.
- (6) The restricted stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan and vesting is subject to previously established specific performance criteria through March 16, 2011.  
The restricted stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan and vesting is subject to
- (7) previously established specific performance criteria through December 31, 2009. The performance criteria have been satisfied and the shares are fully vested.

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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