

Day William B.
Form 4
February 26, 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 *
Day William B.

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Merch & Supply Chain Mgt

(Street)

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

HOUSTON, TX 77077

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/22/2013 | | M | | 9,999 | A | \$ 24.99 |
| Common Stock | 02/22/2013 | | M | | 23,100 | A | \$ 27.44 |
| Common Stock | 02/22/2013 | | M | | 47,600 | A | \$ 28.87 |
| Common Stock | 02/22/2013 | | M | | 37,500 | A | \$ 27.65 |
| Common Stock | 02/22/2013 | | S | | 118,199 | D | \$ 32.75 |
| | | | | | | | 64,699 ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------------------|---|--------|
| Common Stock | 02/22/2013 | M | 2,073 | A | \$ 24.99 | 40,446 | I | Spouse |
| Common Stock | 02/22/2013 | M | 7,200 | A | \$ 27.44 | 47,646 | I | Spouse |
| Common Stock | 02/22/2013 | M | 16,800 | A | \$ 28.87 | 64,446 | I | Spouse |
| Common Stock | 02/22/2013 | M | 12,500 | A | \$ 27.65 | 76,946 | I | Spouse |
| Common Stock | 02/22/2013 | S | 38,573 | D | \$ 32.75 | 38,373 ⁽²⁾ | I | Spouse |

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) | \$ 24.99 | 02/22/2013 | | M | 9,999 | ⁽³⁾ 11/10/2015 | Common Stock | 9,999 |
| Stock Options (Right to buy) | \$ 24.99 | 02/22/2013 | | M | 2,073 | ⁽³⁾ 11/10/2015 | Common Stock | 2,073 |
| Stock Options (Right to buy) | \$ 27.44 | 02/22/2013 | | M | 23,100 | ⁽⁴⁾ 11/09/2016 | Common Stock | 23,100 |
| Stock Options (Right to buy) | \$ 27.44 | 02/22/2013 | | M | 7,200 | ⁽⁴⁾ 11/09/2016 | Common Stock | 7,200 |

| | | | | | | | | |
|------------------------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Stock Options (Right to buy) | \$ 28.87 | 02/22/2013 | M | 47,600 | <u>(5)</u> | 11/10/2017 | Common Stock | 47,600 |
| Stock Options (Right to buy) | \$ 28.87 | 02/22/2013 | M | 16,800 | <u>(5)</u> | 11/10/2017 | Common Stock | 16,800 |
| Stock Options (Right to buy) | \$ 27.65 | 02/22/2013 | M | 37,500 | <u>(6)</u> | 11/14/2018 | Common Stock | 37,500 |
| Stock Options (Right to buy) | \$ 27.65 | 02/22/2013 | M | 12,500 | <u>(6)</u> | 11/14/2018 | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Day William B. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077 | | | EVP, Merch & Supply Chain Mgt | |

Signatures

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

02/26/2013

__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).
- (1) Includes 24,932 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (2) Includes 17,220 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 11/10/2010, 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.
- (5) 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
- (6) 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.
- (7) 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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