SYSCO CORP Form 4 January 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number: January 31,

Expires:

2005 Estimated average

burden hours per response... 0.5

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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(b).

may continue.

See Instruction

1. Name and Address of Reporting Person * SEWELL PHYLLIS SHAPIRO			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)	3. Date of Earliest Transaction	(
1390 ENCL	AVE PARK	XWAY	(Month/Day/Year) 12/31/2008	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77077				Form filed by More than One Reporting Person		

(State)	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	spose	d of (D)	Securities	Form: Direct	Indirect
	any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(A)		Reported		
						Transaction(s)		
		Code V	Amount		Price	(Instr. 3 and 4)		
10/01/0000			205 (1)		\$	12.216	Ъ	
12/31/2008		Α	385 <u>(1)</u>	Α	22.69	43,316	D	
12/31/2008		A	192 (2)	A	\$	43,508	D	
	2. Transaction Date (Month/Day/Year) 12/31/2008	2. Transaction Date (Month/Day/Year) 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. Transaction Date, if any (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, (Month/Day/Year) Code V Amount 12/31/2008 A 385 (1)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and (Instr. 8) (A) or Code V Amount (D) 12/31/2008 A 385 (1) A	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price A 385 (1) A \$ 22.69	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Execution Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 12/31/2008 A 385 (1) A \$ 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (A) (Instr. 3 and 4)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day/Tear)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Underl Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting 6 wher Funder 17 autress	Director	10% Owner	Officer	Other		
SEWELL PHYLLIS SHAPIRO 1390 ENCLAVE PARKWAY HOUSTON, TX 77077	X					

Signatures

/s/ Michael C. Nichols, attorney-in-fact 01/05/2009

**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) Represents shares elected to be received in lieu of a portion of non-employee director annual cash retainer fees pursuant to 2005 Non-Employee Directors Stock Plan.
- (2) Represents company match equal to 50% of shares described in Footnote 1.

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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