

SYSCO CORP  
Form 4  
December 30, 2015

**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 \*  
Grade Joel T.

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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/28/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and CFO

HOUSTON, TX 77077

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 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)
			Code	V	Amount	Price	
Common Stock	12/28/2015		M <sup>(1)</sup>		1,800	\$ 27.44	A 42,466.46 D
Common Stock	12/28/2015		S <sup>(1)</sup>		1,800	\$ 41.3 <sup>(2)</sup>	D 40,666.46 D
Common Stock	12/28/2015		M <sup>(1)</sup>		36,000	\$ 28.87	A 76,666.46 D
Common Stock	12/28/2015		S <sup>(1)</sup>		36,000	\$ 41.41 <sup>(3)</sup>	D 40,666.46 D
Common Stock	12/28/2015		M <sup>(1)</sup>		6,000	\$ 27.65	A 46,666.46 D

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Common Stock	12/28/2015		<u>S</u> (1)	6,000	D	\$ 41.26 (4)	40,666.46	D	
Common Stock							288.082	I	Held in trust for son.

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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)	\$ 27.44	12/28/2015		<u>M</u> (1)	1,800	<u>(5)</u> 11/09/2016	Common Stock	1,800
Stock Options (Right to buy)	\$ 28.87	12/28/2015		<u>M</u> (1)	36,000	<u>(5)</u> 11/10/2017	Common Stock	36,000
Stock Options (Right to buy)	\$ 27.65	12/28/2015		<u>M</u> (1)	6,000	<u>(5)</u> 11/14/2018	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grade Joel T. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077			EVP and CFO	

## Signatures

/s/Adam S. Skorecki, attorney  
in fact

12/30/2015

\_\_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) The exercises and sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 1, 2015.  
The price reported is a weighted average sale price per share of the 1,800 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$41.28 to \$41.32. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote of this Form 4.
- (2) The price reported is a weighted average sale price per share of the 36,000 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$41.27 to \$41.51. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote of this Form 4.
- (3) The price reported is a weighted average sale price per share of the 6,000 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$41.22 to \$41.28. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote of this Form 4.
- (4) Options are fully exercisable.
- (5) Options granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.
- (6)

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.