

Day William B.
Form 4
May 25, 2011

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2011

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2011		M		23,000	A	\$ 27.79	61,625 ⁽¹⁾	D	
Common Stock	05/24/2011		F		19,908	D	\$ 32.32	41,717 ⁽¹⁾	D	
Common Stock	05/24/2011		M		23,000	A	\$ 27.79	42,670 ⁽²⁾	I	Spouse
Common Stock	05/24/2011		F		19,879	D	\$ 32.32	22,791 ⁽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 Option (Right to buy)	\$ 27.79	05/24/2011		M	23,000	<u>(3)</u> 09/10/2011	Common Stock	23,000
Stock Option (Right to buy)	\$ 27.79	05/24/2011		M	23,000	<u>(3)</u> 09/10/2011	Common Stock	23,000

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

05/25/2011

__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 15,700 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (2) Includes 10,500 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (3) Options are fully exercisable.

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(4) Options granted by the Compensation Committee pursuant to the company's benefit plans.

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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