DeLaney William J III Form 4 November 17, 2011

## FORM 4

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

OMB 3235-0287

Check this box if no longer white the STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

**OMB APPROVAL** 

subject to
Section 16.
Form 4 or

Estimated average burden hours per response...

Form 5
obligations
may continue.
See Instruction

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

**SECURITIES** 

esponse... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DeLaney William J III			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SYSCO CORP [SYY]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
1390 ENCLAVE PARKWAY			11/15/2011	_X_ Officer (give title Other (specify below)		
				President & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
HOUSTON, TX 77077				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(6:.)	(0, , )	( <b>7</b> : )				

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on(A) or Dispo		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 a	ind 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					( <b>A</b> )	Reported		
					(A)	Transaction(s)		
			Code V		or (D) Price	(Instr. 3 and 4)		
Common Stock	11/15/2011		A	62,185 A	$A = \frac{\$ 0}{\stackrel{(1)}{}}$	200,273 (2)	D	

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)

#### Edgar Filing: DeLaney William J III - Form 4

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 27.65	11/15/2011		A	862,500	(3)	11/14/2018	Common Stock	862,500

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DeLaney William J III						
1390 ENCLAVE PARKWAY	X		President & CEO			
HOUSTON, TX 77077						

## **Signatures**

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

\*\*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) Restricted stock units granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.
- (2) Includes 101,751 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- 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, 11/15/2016, respectively. No options may be exercised prior to 11/15/2012. Options will expire on 11/14/2018.
- (4) 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. 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.

Reporting Owners 2