

SYSCO CORP  
Form 4  
December 02, 2014

**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 \*  
GREEN MICHAEL W

(Last) (First) (Middle)  
1390 ENCLAVE PARKWAY  
(Street)

HOUSTON, TX 77077

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SYSCO CORP [SYY]

3. Date of Earliest Transaction (Month/Day/Year)  
11/28/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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	Price	
Common Stock	11/28/2014		M <sup>(1)</sup>		56,875	A \$ 29.96	124,060.175 D
Common Stock	11/28/2014		S <sup>(1)</sup>		56,875	D \$ 40	67,185.175 D
Common Stock	11/28/2014		M <sup>(1)</sup>		23,056	A \$ 27.44	90,241.175 D
Common Stock	11/28/2014		S <sup>(1)</sup>		23,056	D \$ 40	67,185.175 D
Common Stock	11/28/2014		M <sup>(1)</sup>		33,000	A \$ 28.87	100,185.175 D

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Common Stock	11/28/2014	<u>S</u> (1)	33,000	D	\$ 40	67,185.175	D
Common Stock	11/28/2014	<u>M</u> (1)	52,813	A	\$ 27.65	119,998.175	D
Common Stock	11/28/2014	<u>S</u> (1)	52,813	D	\$ 40	67,185.175	D

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)	\$ 29.96	11/28/2014		<u>M</u> (1)	56,875	<u>(2)</u> 11/12/2019	Common Stock	56,875
Stock Option (Right to Buy)	\$ 27.44	11/28/2014		<u>M</u> (1)	23,056	<u>(4)</u> 11/09/2016	Common Stock	23,056
Stock Option (Right to Buy)	\$ 28.87	11/28/2014		<u>M</u> (1)	33,000	<u>(5)</u> 11/10/2017	Common Stock	33,000
Stock Options (Right to Buy)	\$ 27.65	11/28/2014		<u>M</u> (1)	52,813	<u>(6)</u> 11/14/2018	Common Stock	52,813

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
GREEN MICHAEL W 1390 ENCLAVE PARKWAY HOUSTON, TX 77077			Executive Vice President	

## Signatures

Russell T. Libby, attorney  
in fact 12/02/2014

\_\_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.
- (2) One-fifth of the shares covered by the grant vest and are exercisable on 11/13/2013, 11/13/2014, 11/13/2015, 11/13/2016 and 11/13/2017, respectively.
- (3) Options granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.
- (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.
- (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.
- (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, respectively.

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.