SYSCO CORP Form 4

November 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **GREEN MICHAEL W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SYSCO CORP [SYY]

(Month/Day/Year)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

SYSCO CORP., 1390 ENCLAVE

11/14/2013

(Check all applicable)

PARKWAY

(Street)

4. If Amendment, Date Original

EVP and Group President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

HOUSTON, TX 77077

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock Common	11/15/2013 11/15/2013		Code V F	Amount 2,663 (1) 17,512	(D) D	Price \$ 33.57 \$ 0 (2)	53,953.029 71,465.029	D D	
Stock	11/13/2013		1 1	17,512	7.1	Ψ 0 <u>· · ·</u>	(3)	D	

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

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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. Transactio Code (Instr. 8)	5. Number of orderivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 33.4	11/14/2013 <u>(4)</u>		A	197,346	(5)	11/14/2023	Common Stock	197,346

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
GREEN MICHAEL W SYSCO CORP. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077			EVP and Group President				

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) These shares were withheld upon the vesting of restricted stock units to pay tax withholding obligations.
- (2) Restricted stock units granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2013 Long Term Stock Incentive Plan.
- (3) Includes 17,512 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (4) The awards were delivered to the employees on 11/15/2013 following Stockholder Approval of the 2013 Long Term Stock Incentive Plan.
- One-fifth of the shares covered by the grant vest and are exercisable on 11/15/2014, 11/15/2015, 11/15/2016, 11/15/2017, 11/15/2018, respectively. No options may be exercised prior to 11/15/2014. Options will expire on 11/14/2023.
- (6) Options granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2013 Long Term 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.

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