

SYSCO CORP  
Form 4  
November 19, 2013

**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 \*  
DeLaney William J III

(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)  
11/14/2013

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)  
President & CEO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 11/15/2013                           |  | F                              | 8,209 (1)   | \$ 33.57  | D  |  |
| Common Stock                    | 11/15/2013                           |  | A                              | 54,192  | \$ 0 (2)  | D  |  |

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

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SEC 1474 (9-02)

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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. 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 33.4  | 11/14/2013 <sup>(4)</sup>            |  | A                              | 610,701   | <sup>(5)</sup>   | 11/14/2023  | Common Stock | 610,701                    |

## Reporting Owners

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

## Signatures

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

11/19/2013

\*\*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 54,192 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.
- (5) 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.