

Hope James D
Form 4
August 20, 2012

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 *
Hope James D

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)
08/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Business Transformation

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 08/16/2012 | | M | | 29,293 A \$ 24.99 | 78,770 ⁽¹⁾ | D |
| Common Stock | 08/16/2012 | | F | | 23,883 D \$ 30.65 | 54,887 ⁽¹⁾ | D |
| Common Stock | 08/16/2012 | | F | | 1,430 D \$ 30.65 | 53,457 ⁽¹⁾ | D |
| Common Stock | 08/17/2012 | | M | | 707 A \$ 24.99 | 54,164 ⁽¹⁾ | D |
| Common Stock | 08/17/2012 | | F | | 614 D \$ 30.4 | 53,550 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------------------|---|
| Common Stock | 08/17/2012 | M | 15,400 | A | \$ 27.44 | 68,950 ⁽¹⁾ | D |
| Common Stock | 08/17/2012 | F | 14,296 | D | \$ 30.4 | 54,654 ⁽¹⁾ | 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.

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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 Options (Right to buy) | \$ 24.99 | 08/16/2012 | | M | 29,293 | ⁽²⁾ 11/10/2015 | Common Stock | 29,293 |
| Stock Options (Right to buy) | \$ 24.99 | 08/17/2012 | | M | 707 | ⁽²⁾ 11/10/2015 | Common Stock | 707 |
| Stock Options (Right to buy) | \$ 27.44 | 08/17/2012 | | M | 15,400 | ⁽³⁾ 11/09/2016 | Common Stock | 15,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hope James D 1390 ENCLAVE PARKWAY HOUSTON, TX 77077 | | | EVP, Business Transformation | |

Signatures

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

08/20/2012

__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 24,160 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (2) One-fifth of the shares covered by the grant vest and are exercisable on 11/11/2009, 11/11/2010, 11/11/2011, 11/11/2012 and 11/11/2013, respectively. No options may be exercised prior to 11/11/2009. Options will expire on 11/10/2015.
- (3) 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. No options may be exercised prior to 11/10/2010. Options will expire on 11/09/2016.
- (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.

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