

SYSCO CORP

Form 4

November 19, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kreidler Robert C.

(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
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President; CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	11/15/2013		F	(A) or (D) D Amount 2,647 (1) Price \$ 33.57	90,386	D	
Common Stock	11/15/2013		A	A 18,859 \$ 0 (2)	109,245 (3)	D	
Common Stock					465	I	Trust
Common Stock					225	I	Spouse's Trust
Common Stock					120	I	Spouse

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 33.4	11/14/2013 ⁽⁴⁾		A		212,527		⁽⁵⁾	11/14/2023	Common Stock	212,527

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kreidler Robert C. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077	Executive Vice President; CFO

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 18,859 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.

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- (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.

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