#### GREEN MICHAEL W

Form 4

February 26, 2013

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GREEN MICHAEL W			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)		(Middle)	3. Date of Earliest Transaction	(eneck all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1390 ENCLAVE PARKWAY			02/22/2013	_X_ Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person		
HOUSTON, 7	ΓX 77077			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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	02/22/2013		M	30,362	A		90,821.5	D	
Common Stock	02/22/2013		M	23,800	A	\$ 27.44	114,621.5	D	
Common Stock	02/22/2013		M	23,662	A	\$ 28.87	138,283.5	D	
Common Stock	02/22/2013		M	22,400	A	\$ 27.65	160,683.5	D	
Common Stock	02/22/2013		S	100,224	D	\$ 32.75	60,459.5	D	

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Common Stock	02/25/2013	M	21,389	A	\$ 24.99	81,848.5	D
Common Stock	02/25/2013	M	21,200	A	\$ 27.44	103,048.5	D
Common Stock	02/25/2013	M	20,438	A	\$ 28.87	123,486.5	D
Common Stock	02/25/2013	M	21,112	A	\$ 27.65	144,598.5	D
Common Stock	02/25/2013	S	84,139	D	\$ 32.766 (1)	60,459.5 (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)

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount o 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)	\$ 24.99	02/22/2013		M		30,362	(3)	11/10/2015	Common Stock	30,362
Stock Options (Right to buy)	\$ 27.44	02/22/2013		M		23,800	<u>(4)</u>	11/09/2016	Common Stock	23,800
Stock Options (Right to buy)	\$ 28.87	02/22/2013		M		23,662	<u>(5)</u>	11/10/2017	Common Stock	23,662
Stock Options (Right to	\$ 27.65	02/22/2013		M		22,400	<u>(6)</u>	11/14/2018	Common Stock	22,400

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buy)								
Stock Options (Right to buy)	\$ 24.99	02/25/2013	M	21,389	(3)	11/10/2015	Common Stock	21,389
Stock Options (Right to buy)	\$ 27.44	02/25/2013	M	21,200	<u>(4)</u>	11/09/2016	Common Stock	21,200
Stock Options (Right to buy)	\$ 28.87	02/25/2013	M	20,438	<u>(5)</u>	11/10/2017	Common Stock	20,438
Stock Options (Right to buy)	\$ 27.65	02/25/2013	M	21,112	<u>(6)</u>	11/14/2018	Common Stock	21,112

# **Reporting Owners**

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

# **Signatures**

/s/ Russell T. Libby, attorney-in-fact 02/26/2013

\*\*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).
- Reflects weighted average price. Range of prices were between \$32.75 and \$32.792. The reporting person will provide upon request by (1) the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (2) Includes 36,025 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- 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.
- 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.
- 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. No options may be exercised prior to 11/11/2011. Options will expire on 11/10/2017
- (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. No options may be exercised prior to 11/15/2012. Options will expire on 11/14/2018.

Reporting Owners 3

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(7) 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. 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.