

SYSCO CORP  
Form FWP  
February 08, 2008

Filed Pursuant to Rule 433  
Issuer Free Writing Prospectus dated  
February 7, 2008 Relating to Preliminary Prospectus  
Supplement dated February 7, 2008 to  
Prospectus dated February 6, 2008  
Registration No. 333-149086

**FINAL PRICING TERMS**

**\$250,000,000 4.20% Notes due 2013**

**Issuer:** Sysco Corporation

**Title of Security:** 4.20% Notes due 2013

**Size:** \$250,000,000

**Maturity Date:** February 12, 2013

**Coupon:** 4.200%

**Interest Payment Dates:** February 12 and August 12, commencing August 12, 2008

**Price to Public:** 99.835%

**Benchmark Treasury:** 2.875% due January 31, 2013

**Benchmark Treasury Yield:** 2.787%

**Spread to Benchmark Treasury:** T + 145 bps

**Re-offer Yield:** 4.237%

**Make-Whole Call:** T + 25 bps

**Change of Control:** Upon the occurrence of both (i) a change of control of Sysco Corporation and (ii) a downgrade of the notes below an investment grade by two of three rating agencies (Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Inc.) within a specified period, Sysco Corporation will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

**Expected Settlement Date:** T + 3; February 12, 2008

**CUSIP Number:** 871829 AK3

**Anticipated Ratings:** A1 by Moody's Investors Service, Inc.  
A+ by Standard & Poor's Ratings Services

**Joint Book-Running Managers:**

Goldman, Sachs & Co.  
Merrill Lynch & Co.  
JPMorgan

**Senior Co-Managers:**

Barclays Capital, Mitsubishi UFJ Securities, TD Securities, Wachovia Securities, Wells Fargo Securities

**Co-Managers:**

BNY Capital Markets, Inc., BB&T Capital Markets, Comerica Securities, Morgan Stanley, PNC Capital Markets LLC, The Williams Capital Group, L.P., Zions Bank

**\$500,000,000 5.25% Notes due 2018**

<b>Issuer:</b>	Sysco Corporation
<b>Title of Security:</b>	5.25% Notes due 2018
<b>Size:</b>	\$500,000,000
<b>Maturity Date:</b>	February 12, 2018
<b>Coupon:</b>	5.250%
<b>Interest Payment Dates:</b>	February 12 and August 12, commencing August 12, 2008
<b>Price to Public:</b>	99.310%
<b>Benchmark Treasury:</b>	4.250% due November 15, 2017
<b>Benchmark Treasury Yield:</b>	3.740%
<b>Spread to Benchmark Treasury:</b>	T + 160 bps
<b>Re-offer Yield:</b>	5.340%
<b>Make-Whole Call:</b>	T + 30 bps
<b>Change of Control:</b>	Upon the occurrence of both (i) a change of control of Sysco Corporation and (ii) a downgrade of the notes below an investment grade by two of three rating agencies (Moody's Investors Service, Inc., Standard & Poor's Ratings Services and Fitch Inc.) within a specified period, Sysco Corporation will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.
<b>Expected Settlement Date:</b>	T + 3; February 12, 2008
<b>CUSIP Number:</b>	871829 AL1
<b>Anticipated Ratings:</b>	A1 by Moody's Investors Service, Inc. A+ by Standard & Poor's Ratings Services
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co. Merrill Lynch & Co. JPMorgan
<b>Senior Co-Managers:</b>	Barclays Capital, Mitsubishi UFJ Securities, TD Securities, Wachovia Securities, Wells Fargo Securities

**Co-Managers:**

BNY Capital Markets, Inc., BB&T Capital Markets, Comerica Securities,  
Morgan Stanley, PNC Capital Markets LLC, The Williams Capital Group,  
L.P., Zions Bank

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll free at 1-866-471-2526, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-866-500-5408, or J.P. Morgan Securities Inc. collect at (212) 834-4533.**

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