

SYSCO CORP
Form 4
November 21, 2016

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 *
Day William B.

(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)
11/17/2016

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)
Executive Vice President

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/17/2016 | | M ⁽¹⁾ | | 38,250 | A | \$ 29.96 |
| Common Stock | 11/17/2016 | | S ⁽¹⁾ | | 38,250 | D | \$ 53.01 ⁽²⁾ |
| Common Stock | 11/17/2016 | | M ⁽¹⁾ | | 37,500 | A | \$ 27.65 |
| Common Stock | 11/17/2016 | | S ⁽¹⁾ | | 33,884 | D | \$ 53.01 ⁽³⁾ |
| | 11/17/2016 | | F | | | D | 71,778 |

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| | | | | | | | | |
|--------------|------------|--|---|--------------|----|---|--------|-------|
| Common Stock | | | | 1,881 (4) | \$ | | | 53.13 |
| Common Stock | 11/18/2016 | | F | 1,376 (5) | \$ | D | 70,402 | 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. 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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Common Stock | \$ 29.96 | 11/17/2016 | | M(1) | 38,250 | (6) 11/13/2019 | Common Stock | 38,250 |
| Common Stock | \$ 27.65 | 11/17/2016 | | M(1) | 37,500 | (6) 11/14/2018 | Common Stock | 37,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Day William B. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077 | | | Executive Vice President | |

Signatures

/s/Adam S. Skorecki, attorney in fact 11/21/2016

__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) The exercise and sale was effected pursuant to a Rule 10b5-1 trading plan.

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(2) The price reported is a weighted average sale price of the 38,250 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$52.91 to \$53.15. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(3) The price reported is a weighted average sale price of the 33,884 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$52.91 to \$53.15. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(4) Represents previously-owned shares having a fair market value of \$53.13 per share that were delivered by the Reporting Person in payment of the option exercise price.

(5) These shares were withheld upon the vesting of restricted stock units to pay tax withholding obligations.

(6) Options are fully exercisable.

(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.

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