

GREEN MICHAEL W

Form 4

March 21, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN MICHAEL W

(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)
03/19/2013

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)

EVP and Group President

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 (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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/19/2013		M	19,477 A	\$ 31.75 80,161.7	D	
Common Stock	03/19/2013		M	35,846 A	\$ 31.7 116,007.7	D	
Common Stock	03/19/2013		M	36,006 A	\$ 33.39 152,013.7	D	
Common Stock	03/19/2013		S	91,329 D	\$ 34.016 60,684.7 ⁽²⁾ ₍₁₎	D	

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)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 31.75	03/19/2013		M	19,477	<u>(3)</u> 09/10/2013	Common Stock	19,477
Stock Options (Right to buy)	\$ 31.7	03/19/2013		M	35,846	<u>(3)</u> 09/06/2013	Common Stock	35,846
Stock Options (Right to buy)	\$ 33.39	03/19/2013		M	36,006	<u>(3)</u> 11/12/2014	Common Stock	36,006

Reporting Owners

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

Signatures

/s/Russell T. Libby,
attorney-in-fact 03/21/2013

__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 \$34.00 and \$34.03. The reporting person will provide upon request by the
- (1) 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.
- (3) Options are fully exercisable.
- (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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