

ELMER G MITCHELL
Form 4
August 20, 2012

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 *
ELMER G MITCHELL

(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)
08/16/2012

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)
SVP; Controller; CAO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/16/2012		M		7,799 A \$ 24.99	42,415 ⁽¹⁾	D
Common Stock	08/16/2012		M		15,400 A \$ 27.44	57,815	D
Common Stock	08/16/2012		M		8,400 A \$ 28.87	66,215	D
Common Stock	08/16/2012		S		31,599 D \$ 29.931	34,616	D
					⁽²⁾		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	\$ 24.99	08/16/2012		M	7,799	<u>(3)</u> 11/10/2015	Common Stock	7,799
Stock Options (Right to buy)	\$ 27.44	08/16/2012		M	15,400	<u>(4)</u> 11/09/2016	Common Stock	15,400
Stock Option (Right to buy)	\$ 28.87	08/16/2012		M	8,400	<u>(5)</u> 11/10/2017	Common Stock	8,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ELMER G MITCHELL
1390 ENCLAVE PARKWAY
HOUSTON, TX 77077

SVP; Controller; CAO

Signatures

/s/Russell T. Libby,
attorney-in-fact

08/20/2012

**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) Includes 16,777 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.990 to \$30.405, inclusive.
- (3) 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.
- (4) 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.
- (5) 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) 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.