

GRAHAM JAMES C
Form 4
November 22, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GRAHAM JAMES C

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)
1390 ENCLAVE PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Foodservice Ops

HOUSTON, TX 77077-2099

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Price			
Common Stock	11/22/2005		G	3,000 D	\$ 0 (1) 120,805.9346	D	
Common Stock					6,471.1179	I	Son

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)

Edgar Filing: GRAHAM JAMES C - Form 4

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAHAM JAMES C 1390 ENCLAVE PARKWAY HOUSTON, TX 77077-2099			Sr VP, Foodservice Ops	

Signatures

James C. Graham 11/22/2005

**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) Transaction was a gift for no consideration.

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. 56_1">

EXHIBIT A

FORM OF AMENDMENT TO THE SUREBEAM CORPORATION 2000 STOCK OPTION AND INCENTIVE PLAN

THIS AMENDMENT (the "Amendment") TO THE SUREBEAM CORPORATION 2000 STOCK OPTION AND INCENTIVE PLAN (the "Plan") was adopted by the Board of Directors (the "Board") of SureBeam Corporation (the "Company") on February 21, 2002.

WHEREAS, Section 21 of the Plan provides that the Board may at any time, and from time to time amend, suspend or terminate the Plan as to any shares of Common Stock as to which Awards (as defined in the Plan) have not been made; PROVIDED, HOWEVER, that the Board shall not, without approval of the Company's stockholders, amend the Plan such that it does not comply with the Internal Revenue Code of 1986, as

now in effect or as hereafter amended;

WHEREAS, as of December 31, 2001, options to purchase up to eight hundred twenty one thousand one hundred seventy four (821,174) shares of the Company's Class A common stock of the two million one hundred seventy thousand eight hundred (2,170,800) shares of Class A common stock which may be issued under the Plan have been granted to eligible employees, officers, Directors and consultants pursuant to the terms of the Plan;

WHEREAS, in order to continue to attract and retain qualified employees, officers, Directors and consultants, the Board is of the opinion that it is necessary that the maximum number of shares of Class A common stock that may be issued under the Plan be increased by three million (3,000,000) shares from two million one hundred seventy thousand eight hundred (2,170,800) shares to five million one hundred seventy thousand eight hundred (5,170,800) shares (subject to adjustment as provided in the Plan); and,

NOW, THEREFORE, the following amendments to the Plan are unanimously adopted by the Board, subject to the approval of the stockholders of the Company:

A.

Section 4 of the Plan is hereby amended by deleting the number "two million one hundred seventy thousand eight hundred (2,170,800)" from the first full sentence contained therein and substituting in lieu thereof the number "five million one hundred seventy thousand eight hundred (5,170,800) shares"

The Plan is amended and modified only to the extent specifically amended or modified by this Amendment and none of the other terms, conditions or provisions of the Plan, are amended or modified by this Amendment.

IN WITNESS WHEREOF, the Company has caused this Amendment to be signed by its officer thereunto duly authorized this [] day of [], [].

By:

Name:

Title:

A-1

EXHIBIT B

**SUREBEAM CORPORATION
AUDIT COMMITTEE CHARTER**

I.

PURPOSE

The primary function of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing: the financial reports and other financial information provided by the Corporation to designated regulatory bodies or the public; the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established; and the Corporation's auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

Serve as an independent and objective party to monitor the Corporation's financial reporting process and internal control system.

Review and appraise the audit efforts of the Corporation's independent auditors.

Provide an open avenue of communication among the independent auditors, financial and senior management of the Board.

II.

COMPOSITION

Edgar Filing: GRAHAM JAMES C - Form 4

The Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Independence shall be determined in accordance with the rules of the NASDAQ Exchange. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III.

MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communications, the Committee shall meet at least annually with management and the independent auditors in separate executive sessions to discuss any matters that the Committee or either of these groups believe should be discussed. In addition, the Committee should meet with the independent auditors and management quarterly to review the Corporation's financials consistent with Section IV below.

IV.

RESPONSIBILITIES AND DUTIES

Documents/Reports Review

1. Review and update this Charter periodically, at least annually, as conditions dictate.
2. Review the Corporation's annual financial statements and any reports or other financial information submitted to designated regulatory bodies as identified from time to time (currently the Securities and Exchange Commission and the NASDAQ Exchange) or the public, including any certification, report, opinion or review rendered by the independent auditors.

B-1

3. Review with financial management and the independent auditors each 10-Q prior to its filing and the quarterly earnings report prior to its release to the press.

Independent Auditors

4. Recommend to the Board the selection of independent auditors, considering independence and effectiveness, and approve the fees and other compensation to be paid to the independent auditors. On an annual basis, the Committee shall ensure its receipt from the independent auditors of a formal written statement delineating all relationships between the auditor and the Corporation and shall review and discuss with the auditors all relationships or services that may impact the objectivity and independence of the auditors.
5. Review the performance of the independent auditors and, when circumstances warrant, recommend to the Board any proposed discharge of the independent auditors.
6. Periodically consult with the independent auditors out of the presence of management about internal controls and the fullness and accuracy of the Corporation's financial statements.

7. Make recommendations to the Board with regard to appropriate action to be taken to oversee the independence of the outside auditor.

Financial Reporting Processes

8. In consultation with the independent auditors, review the integrity of the Corporation's financial reporting processes, both internal and external.
9. Consider the independent auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.

Explanation of Responses:

Edgar Filing: GRAHAM JAMES C - Form 4

10. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practice as suggested by the independent auditors or management.

Process Improvement

11. Establish regular and separate systems of reporting to the Audit Committee by each of management and the independent auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments.

12. Following completion of the annual audit, review separately with each of management and the independent auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

13. Review any significant disagreement among management and the independent auditors in connection with the preparation of the financial statements.

14. Review with the independent auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

Ethical and Legal Compliance

15. Review management's monitoring of compliance with the Corporation's Code of Ethical Conduct and ensure that management has the proper review system in place to ensure enforcement.

16. Review, with the Corporation's counsel, legal compliance matters including corporate securities trading policies.

B-2

17. Review, with the Corporation's counsel, any legal matter that could have a significant impact on the Corporation's financial statements.

18. Have the power to conduct or authorize investigations into matters within the Committee's scope of responsibilities and retain independent counsel, accountants or others to assist it in the conduct of an investigation.

19. Perform any other activities consistent with this Charter, the Corporation's By-laws and governing law, as the Committee or the Board deems necessary or appropriate.

20. Notwithstanding any of the foregoing, the potential legal liability of the Committee members shall be no greater than that of other members of the Board.

B-3

[Form of Proxy]

SUREBEAM CORPORATION
3033 Science Park Road
San Diego, California 92121
(858) 552-9480

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS
FOR USE AT THE 2002 ANNUAL MEETING OF STOCKHOLDERS
ON MAY 23, 2002.

Edgar Filing: GRAHAM JAMES C - Form 4

The shares of Common Stock you hold will be voted as you specify. By signing this proxy, you revoke all prior proxies and appoint Lawrence A. Oberkfell, David A. Rane and each of them, with full power of substitution, to vote your shares on the matters shown below and any other matters which may come before the Annual Meeting and all adjournments.

This Proxy when properly executed, will be voted as directed or, if no direction is given, will be voted for Items 1, 2 and 3.

The Board of Directors recommends a vote for Items 1, 2 and 3.

- (1) For the election of the following persons as Class I Directors of SureBeam to hold office until the 2005 Annual Meeting of Stockholders and until their respective successors are elected and qualified:

Lawrence A. Oberkfell
John C. Arme

- FOR nominees listed above, except as indicated to the contrary below.
- WITHHOLD AUTHORITY to vote for all nominees listed above.

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR A SINGLE NOMINEE, WRITE THAT NOMINEE'S NAME IN THE SPACE PROVIDED BELOW.)

- (2) The approval of the Amendment of the SureBeam 2000 Stock Option and Incentive Plan.

- FOR
- AGAINST
- ABSTAIN

- (3) Ratification of SureBeam's selection of KPMG LLP as independent auditors for SureBeam for fiscal year ending December 31, 2002.

- FOR
- AGAINST
- ABSTAIN

- (4) In their discretion upon such other matters as may properly come before the meeting and any adjournments thereof.

The shares represented by this proxy will be voted as you have indicated above. If no indication has been made, the shares represented by this proxy will be voted for the above nominees and in favor

of such proposals, and as said proxy deems advisable on such other business as may properly come before this meeting.

Dated: _____, 2002

(Signature)

(Signature of joint owner or additional trustee)

Edgar Filing: GRAHAM JAMES C - Form 4

Sign exactly as your name appears on your share certificate. When signing as attorney, executor, administrator, trustee or guardian, please give full title. If more than one trustee, all should sign. All joint owners should sign. If a corporation, sign in full corporation name by president or other authorized officer. If a partnership, sign in partnership name by authorized person. Persons signing in a fiduciary capacity should indicate their full title in such capacity.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY BY USING THE ENCLOSED ENVELOPE.

QuickLinks

[NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2002](#)

[PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2002](#)

[I. PROPOSALS Proposal 1. Election of Directors](#)

[Proposal 2. Approval of Amendment of the SureBeam 2000 Stock Option and Incentive Plan](#)

[Proposal 3. Ratification of Selection of Auditors](#)

[II. CORPORATE GOVERNANCE AND RELATED MATTERS BOARD OF DIRECTORS' MEETINGS, COMMITTEES AND FEES](#)

[AUDIT COMMITTEE INFORMATION](#)

[CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS](#)

[SECTION 16\(a\) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE](#)

[COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION](#)

[III. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT](#)

[IV. EXECUTIVE COMPENSATION AND OTHER INFORMATION](#)

[REPORT ON EXECUTIVE COMPENSATION](#)

[EMPLOYMENT CONTRACTS](#)

[SUMMARY COMPENSATION TABLE](#)

[SureBeam Option Grants in Year Ended 2001](#)

[Aggregated SureBeam Option Exercises in Fiscal Year 2001 and Year-End Option Values](#)

[Aggregated Titan Option Exercises in Fiscal Year 2001 and Year-End Option Values](#)

[ANNUAL REPORT](#)

[OTHER MATTERS](#)

[EXHIBIT A FORM OF AMENDMENT TO THE SUREBEAM CORPORATION 2000 STOCK OPTION AND INCENTIVE PLAN](#)

[EXHIBIT B SUREBEAM CORPORATION AUDIT COMMITTEE CHARTER](#)