

SYSCO CORP
Form 4
December 16, 2016

FORM 4

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

OMB APPROVAL

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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)
12/14/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/14/2016 | | S ⁽¹⁾ | | 12,479 | D | \$ 55.63 (2) |
| Common Stock | 12/14/2016 | | M ⁽³⁾ | | 46,180 | A | \$ 38.89 |
| Common Stock | 12/14/2016 | | S ⁽³⁾ | | 46,180 | D | \$ 55.71 (4) |
| Common Stock | 12/14/2016 | | M ⁽³⁾ | | 22,876 | A | \$ 40.59 |
| | 12/14/2016 | | S ⁽³⁾ | | 22,876 | D | 56,581 |

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Common Stock \$ 55.51
(5)

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) | \$ 38.89 | 12/14/2016 | | M ⁽³⁾ | 46,180 | (6) 11/18/2024 | Common Stock | 46,180 |
| Stock Options (Right to buy) | \$ 40.59 | 12/14/2016 | | M ⁽³⁾ | 22,876 | (7) 11/17/2025 | Common Stock | 22,876 |

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

Gerald W. Clanton, attorney in fact 12/16/2016

**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 sale was effected pursuant to a Rule 10b5-1 trading plan.

The price reported is a weighted average sale price of the 12,479 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$55.36 to \$55.88. 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 exercises and sales were effected pursuant to a Rule 10b5-1 trading plan.

The price reported is a weighted average sale price of the 46,180 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$55.47 to \$55.89. 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.

The price reported is a weighted average sale price of the 22,876 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$55.39 to \$55.62. 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.

(6) One-fifth of the shares covered by the original grant vest and are exercisable on 11/18/2015, 11/18/2016, 11/18/2017, 11/18/2018, 11/18/2019, respectively. No options may be exercised prior to 11/18/2015.

(7) One-fifth of the shares covered by the original grant vest and are exercisable on 11/17/2016, 11/17/2017, 11/17/2018, 11/17/2019, 11/17/2020, respectively. No options may be exercised prior to 11/17/2016.

(8) Options granted by the Compensation Committee of the company's Board of Directors pursuant to the 2013 Long Term Incentive Plan.

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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