

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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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)
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)	(A) or (D)	5. Amount or Price	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)
Common Stock	12/14/2016		S ⁽¹⁾	12,479	D	\$ 55.63 (2)	56,581	D	
Common Stock	12/14/2016		M ⁽³⁾	46,180	A	\$ 38.89	102,761	D	
Common Stock	12/14/2016		S ⁽³⁾	46,180	D	\$ 55.71 (4)	56,581	D	
Common Stock	12/14/2016		M ⁽³⁾	22,876	A	\$ 40.59	79,457	D	
	12/14/2016		S ⁽³⁾	22,876	D		56,581	D	

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.

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.