

Day William B.
Form 4
November 12, 2010

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

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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.

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)
11/10/2010

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Merch & Supply Chain Mgt

HOUSTON, TX 77077

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/10/2010 | | F(1) | 715 D \$ 28.79 | 28,325 (2) | D | |
| Common Stock (3) | 11/11/2010 | | A | 10,300 A (4) | 38,625 (5) | D | |
| Common Stock | 11/10/2010 | | F(6) | 265 D \$ 28.79 | 11,170 (7) | I | Spouse |
| Common Stock (3) | 11/11/2010 | | A | 8,500 A (4) | 19,670 (8) | I | Spouse |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to buy) | \$ 28.87 | 11/11/2010 | | A | 119,000 | ⁽⁹⁾ 11/10/2017 | Common Stock 119,000 |
| Stock Option (Right to buy) | \$ 28.87 | 11/11/2010 | | A | 42,000 | ⁽⁹⁾ 11/10/2017 | Common Stock 42,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Day William B. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077 | | | EVP, Merch & Supply Chain Mgt | |

Signatures

/s/Thomas P. Kurz,
attorney-in-fact

11/12/2010

**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) Shares withheld for payment of taxes in connection with the vesting of 2,700 restricted stock units granted on November 10, 2009.
- (2) Includes 5,400 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (3) Grant of restricted stock units that may be settled solely by delivery of an equal number of shares of common stock. Units vest one-third on the 1st, 2nd and 3rd anniversary of date of grant.

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- (4) Restricted stock units granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.
- (5) Includes 15,700 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (6) Shares withheld for payment of taxes in connection with the vesting of 1,000 restricted stock units granted on November 10, 2009.
- (7) Includes 2,000 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (8) Includes 10,500 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (9) 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.
- (10) 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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