IMAGISTICS INTERNATIONAL INC
Form 4
June 15, 2005

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER RONALD L

(Last) (First) (Middle)

C/O IMAGISTICS INTERNATIONAL INC., 100 OAKVIEW DRIVE

(Street)

TRUMBULL, CT 06611

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
IMAGISTICS INTERNATIONAL INC [IGI]

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/14/2005		A	V	2,000	A	$ 0 (1)	6,000	D	

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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
TURNER RONALD L C/O IMAGISTICS INTERNATIONAL INC. 100 OAKVIEW DRIVE TRUMBULL, CT 06611	X			

Signatures

Mark S. Flynn, Attorney-in-Fact	06/15/2005
**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) Restricted Stock issued on 6/14/05 effective as of 5/10/05 pursuant to the Non-Employee Directors' Stock 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. /TD> **or**

Non-Equity Incentive Plan Awards **Stock or**
lying
Option
of
Option
Grant
Other
Threshold
Target
Maximum
Units
Options
Awards

Grant
Awards

Name

Date Rights ($) ($) ($) (#)(1) (#)(2) ($/Sh)(3) ($) ($)(4)

DeLaney
11/11/10 (5) 1,250,000 $ 312,500 $ 1,250,000 $ 1,875,000 11/11/10
500,000 $ 28.87 $ 28.62 $ 1,990,000 11/11/10 43,300
1,250,071

Kreidler
11/11/10 (5) 393,750 98,438 393,750 590,625 11/11/10
157,500 $ 28.87 $ 28.62 626,850 11/11/10 13,700
395,519

Green
11/11/10 (5) 412,500 103,125 412,500 618,750 11/11/10
165,000 $ 28.87 $ 28.62 656,700 11/11/10 14,300
412,841

Pulliam
11/11/10 (5) 412,500 103,125 412,500 618,750 11/11/10
165,000 $ 28.87 $ 28.62 656,700 11/11/10 14,300
412,841

Hope
11/11/10 (5) 312,500 78,125 312,500 468,750 11/11/10
125,000 $ 28.87 $ 28.62 497,500 11/11/10 10,900
314,683

(1) The restricted stock units granted to the named executive officers under the 2007 Stock Incentive Plan during fiscal 2011 vest one-third per year for three years beginning on the first anniversary of the grant date. Vesting is contingent upon executive s continued service with the company, except that the restricted stock units will remain in effect and continue to vest according to the vesting schedule upon executive s termination of employment due to retirement in good standing or disability. Additionally, the restricted stock units will vest immediately upon executive s death or a change in control of the company. In addition, the executive will forfeit all of his unvested restricted stock units if the Committee finds by a majority vote that, either before or after termination of his employment, he:

committed fraud, embezzlement, theft, a felony, or proven dishonesty in the course of his employment and by any such act, damaged us or our subsidiaries;

disclosed our trade secrets; or

participated, engaged or had a financial or other interest in any commercial venture in the United States competitive with our business in violation of our Code of Conduct or that would have violated our Code of Conduct had he been an employee when he engaged in the prohibited activity.

(2) The options granted to the named executive officers under the 2007 Stock Incentive Plan during fiscal 2011 vest 20% per year for five years beginning on the first anniversary of the grant date. If an executive retires in good standing or leaves our employment because of disability, his options will remain in effect, vest and be exercisable in accordance with their terms as if he had remained employed. If an executive dies during the term of his option, all unvested options will vest immediately and may be exercised by his estate at any time until the earlier to occur of three years after his death, or the option s termination date. In addition, an executive will forfeit all of his unexercised options if the Committee finds by a majority vote that, either before or after termination of his employment, he:

committed fraud, embezzlement, theft, a felony, or proven dishonesty in the course of his employment and by any such act, damaged us or our subsidiaries;

disclosed our trade secrets; or

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participated, engaged or had a financial or other interest in any commercial venture in the United States competitive with our business in violation of our Code of Conduct or that would have violated our Code of Conduct had he been an employee when he engaged in the prohibited activity.

(3) We granted all of these options under our 2007 Stock Incentive Plan, which directs that the exercise price of all options is the closing price of our stock on the New York Stock Exchange on the first business day prior to the grant date.

(4) We determined the estimated grant date present value for the options issued on November 10, 2010 of $3.98 per share using a modified Black-Scholes pricing model. In applying the model, we assumed a volatility of 23.35%, a 1.26% risk-free rate of return, a dividend yield at the date of grant of 3.51% and a 5.1-year expected option life. We did not assume any option exercises or risk of forfeiture during the 5.1-year expected option life in determining the valuation of the option awards. Had we done so, such assumptions could have reduced the reported grant date value. The actual value, if any, an executive may realize upon exercise of options will depend on the excess of the stock price over the exercise price on the date the option is exercised. Consequently, there is no assurance that the value realized, if any, will be at or near the value estimated by the modified Black-Scholes model.

We valued the restricted stock units granted on November 10, 2010 at $28.87 per share, being the closing price of our common stock on the first business day prior to the grant date.

(5) These amounts relate to cash performance units with a three-year performance period that we granted under our 2008 Cash Performance Unit Plan.

Cash Performance Unit Plans

The Sysco Corporation 2004 Cash Performance Unit Plan was formerly known as the Sysco Corporation 2004 Mid-Term Incentive Plan and the Sysco Corporation 2004 Long-Term Incentive Cash Plan, and is referred to herein as the 2004 Cash Performance Unit Plan. The 2004 Cash Performance Unit Plan provided certain key employees, including the named executive officers, the opportunity to earn cash incentive payments based on pre-established performance criteria over performance periods of at least three years. We refer to these units as CPUs. The Committee currently makes grants annually for performance periods ending at the end of the third fiscal year, including the year of grant. We made the last grants under the 2004 plan on September 11, 2008 and these grants expired unpaid in August 2011 because the performance criteria were not met. The 2004 plan was replaced with the 2008 Cash Performance Unit Plan in November 2008. In September 2009, the 2008 plan was amended so that, in the event of the death of a participant, payments would be determined using Sysco s performance for the entire three-year performance period, instead of being generally determined using the number of completed fiscal years the participant was actively employed during the three-year performance period, and to provide that payments following a change of control are based on target performance values rather than maximum values. Also, the amendment provided that participants whose employment terminates due to retirement or death will receive a pro-rata payment based upon the number of years during which the participant was actively employed during the relevant performance period. With respect to the compensation of the named executive officers, the 2008 plan is identical in all material respects to the 2004 plan, except with respect to certain benefits following certain termination events or a change in control. The Committee made CPU grants in November 2009 and November 2010 under the 2008 plan and future CPU grants to the named executive officers will be made pursuant to the 2008 plan. Beginning with the grants made in fiscal 2010, the Committee began the practice of setting the performance goals for the awards during the first ninety days of the fiscal year and granting individual awards at its meeting the following November. The 2008 plan will expire on November 30, 2014, unless sooner terminated by the Board.

Under the plans, the Committee may select performance goals from those specified in the plan, based on the performance of Sysco generally or on the performance of subsidiaries or divisions. With respect to the grants in fiscal 2009 that we paid in August 2011 and all currently outstanding corporate grants, the Committee set performance criteria based on the average increases in Sysco s earnings per share and sales over the performance periods. See below regarding certain adjustments to these measures. In addition to the awards that the named executives received in fiscal 2009 and that we paid to them in August 2011,

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as discussed in footnote (4) to the Summary Compensation Table, as of August 30, 2011, the named executives held cash performance unit grants in the amounts and for the performance periods set forth below:

Name	Fiscal Year in Which Granted	Target Value Per Unit	Number of Performance Units Held	Performance Period	Payout Amount Minimum	Payout Amount Target	Payout Amount Maximum
DeLaney	2011	$ 1	1,250,000	7/4/2010-6/29/2013	$ 312,500	$ 1,250,000	$ 1,875,000
	2010	$ 35	25,143	6/28/2009-6/30/2012	220,001	880,005	1,320,008
Kreidler	2011	$ 1	393,750	7/4/2010-6/29/2013	98,438	393,750	590,625
	2010	$ 35	8,571	6/28/2009-6/30/2012	74,996	299,985	449,978
Green	2011	$ 1	412,500	7/4/2010-6/29/2013	103,125	412,500	618,750
	2010	$ 35	9,510	6/28/2009-6/30/2012	83,213	332,850	499,275
Pulliam	2011	$ 1	412,500	7/4/2010-6/29/2013	103,125	412,500	618,750
	2010	$ 35	10,241	6/28/2009-6/30/2012	89,609	358,435	537,653
Hope	2011	$ 1	312,500	7/4/2010-6/29/2013	78,125	312,500	468,750
	2010	$ 35	6,352	6/28/2009-6/30/2012	55,580	222,320	333,480

Following the conclusion of each three-year performance period, if we meet the relevant performance criteria, we will pay each named executive an amount obtained by multiplying the number of performance units that the executive received by the value assigned to each unit and then multiplying the resulting product by a specified percentage. Prior to the fiscal 2011 grants, each CPU was assigned a value of $35 per unit. With respect to the fiscal 2011 grants that were made in November 2010, each CPU was assigned a value of $1.00 per unit. Each of the outstanding CPU grants, as well as those paid in August 2011, contains a sliding scale for each component for each of the performance periods as follows:

one-half of the payout is based on average growth in diluted earnings per share; and
one-half of the payout is based on average increase in sales.

All of these performance measures relate to performance for completed fiscal years. For period to period comparisons, we compare results in accordance with generally accepted accounting principles applied on a consistent basis, and we adjust them for any fiscal year containing 53 weeks. Samples of the payment criteria and payout percentages, including the threshold, target and maximum payment criteria and payout percentages, for each component of the outstanding corporate grants are set forth below. The amounts shown reflect a simplified grid of payment criteria and payout amounts; they do not include incremental criteria and payouts between the amounts shown. Between the levels shown in the table, the payout percentage increase incrementally, approximately in proportion to increases in the criteria. The minimum percentage payout would be 25% if only one of the performance criteria is satisfied at the minimum level and the maximum percentage payout would be 150% if the maximum levels for both criteria are satisfied. As an example, achievement of 12% earnings per share growth and 6% sales growth for the corporate CPUs covering the fiscal years 2009-2011 would have resulted in a 75% payout, determined by adding 50% and 25%, or $26.25 per unit, determined by multiplying 75% by $35 per unit. The same results for the corporate CPUs covering the fiscal years 2011-2012 would have resulted in a payout of $0.75 per unit, since such units are valued at $1 each.

	Part 1 Growth in Earnings Per Share		
Fiscal Years	Minimum	Target	Maximum

2011-2013	6%	7.5%	9%	10.5%	12% and up
2010-2012	6%	7.5%	9%	10.5%	12% and up
2009-2011 (paid August 2011)	8%	10%	12%	14%	16% and up
Applicable Payout	**25%**	**37.5%**	**50%**	**62.5%**	**75%**

PLUS

	Part 2 Growth in Sales				
Fiscal Years	**Minimum**		**Target**		**Maximum**
2011-2013	4%	5%	6%	7%	8% and up
2010-2012	4%	5%	6%	7%	8% and up
2009-2011 (paid August 2011)	6%	7%	8%	9%	10% and up
Applicable Payout	**25%**	**37.5%**	**50%**	**62.5%**	**75%**

We will make all payments due with respect to the cash performance units in cash. No payments made under the Cash Performance Unit Plans to any named executive in any fiscal year may be higher than 1% of Sysco s earnings before income

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taxes, as publicly disclosed in the Consolidated Results of Operations section of Sysco s Annual Report on Form 10-K for the fiscal year ended immediately before the applicable payment date.

With respect to the CPUs to be granted in November 2011, the Committee currently intends to replace the previous performance criteria with a measure based on Sysco s total shareholder return over the three fiscal year performance period including fiscal 2012, 2013 and 2014 relative to that of the S&P 500. Based upon where Sysco s total shareholder return for that period falls relative to the other S&P 500 companies, CPUs are expected to pay at a rate of from 50% to 150% of the aggregate value of the CPUs, which are valued at $1 per unit. In order to compute total shareholder return, the following sum is first calculated:

the closing price of a share of Sysco s common stock, as reported on the New York Stock Exchange, on the day immediately preceding the last day of the three fiscal year performance period, plus,
the per share cash dividends paid on Company common stock during the three fiscal year performance period, minus,
the closing price of a share of Sysco s common stock, as reported on the New York Stock Exchange, on the day immediately preceding the first day of the three fiscal year performance period.

Total shareholder return is then computed as that sum divided by the closing price of a share of Sysco s common stock, as reported on the New York Stock Exchange, on the day immediately preceding the first day of the three fiscal year performance period. The threshold payment level is expected to require Sysco s total shareholder return for the three fiscal year performance period to equal or exceed that of the 30th percentile of the S&P 500, and the maximum payment level is expected to be reached at the 75th percentile, with graduated bonus levels in between. These grants are expected to be subject to Sysco s clawback policies.

Benefits upon Termination or Change in Control under the 2008 Plan

If the executive s employment terminates during a performance period because the executive leaves our employment due to disability, the executive will nonetheless receive the specified payment on the applicable payment date, as if he remained employed on that date. If the executive s employment terminates during a performance period because the executive retires in good standing or due to the executive s death, the executive will receive the specified payment on the applicable payment date, as if he remained employed on that date, reduced on a pro-rata basis based on the number of years during which the executive was actively employed during the applicable three-year performance period. The executive will get credit for a fiscal year if the executive was actively employed by Sysco at any time during a relevant fiscal year. If the executive s employment terminates before the end of the performance period for any reason other than retirement in good standing, death or disability, we will cancel the executive s performance units, and the executive will not receive any payments under the plan with respect to the cancelled performance units. The plan provides that if a change in control occurs during a performance period we will pay the executive the target amount payable under the plan for the executive s performance units for that performance period, as if the target performance levels had been achieved. In such instances, the performance units awarded with respect to the performance period will be considered vested and payment will be made to the executive within 90 days after the date of the change in control.

Management Incentive Plan and Fiscal 2011 Discretionary Bonuses

Our 2009 Management Incentive Plan provides key executives, including the named executive officers, with the opportunity to earn bonuses through the grant of annual performance-based bonus awards, payable in cash. Until the fiscal 2012 grants, the Committee generally made bonus awards under the plan in May or June prior to the beginning of the fiscal year to which they relate. Beginning with the fiscal 2012 grants, the Committee began granting bonus awards in the first quarter of the fiscal year to which the awards relate. We pay amounts owed under such awards in

August following the conclusion of such fiscal year. Bonus opportunities awarded to corporate participants, including the named executive officers, under the MIP may be based on any one or more of the following:

- return on stockholders equity and increases in earnings per share;
- return on capital and/or increases in pretax earnings of selected divisions or subsidiaries;
- return on assets;
- total shareholder return;
- improvements in certain financial measures (including working capital and the ratio of sales to net working capital);
- general comparisons with other peer companies or industry groups or classifications; and
- one or more specified Sysco, division or subsidiary performance factors described in the plan.

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All of these performance measures relate to performance for completed fiscal years or multiple completed fiscal year periods. For period to period comparisons, we compare results in accordance with generally accepted accounting principles applied on a consistent basis, and we adjust them for any fiscal year containing 53 weeks. The Committee has the discretion to determine which performance factors will be used for a particular award and the relative weights of the factors. No named executive officer may receive an aggregate bonus for any given fiscal year under the MIP in excess of $10,000,000. The Committee will determine and pay all bonuses within 90 days following the end of the fiscal year for which the bonus was earned.

The MIP allows for the Compensation Committee to make certain permissible deviations from a GAAP standard and permissible methods for modifying bonus formulas after the first 90 days of the applicable fiscal year in order to give the Compensation Committee additional flexibility in structuring performance metrics. Application of any permissible deviations from a GAAP standard or changes to any performance metrics with respect to covered employees under Section 162(m) of the Internal Revenue Code, which includes each of the named executive officers except the CFO, is limited to circumstances where any deviations from GAAP are objectively determinable and the modification of performance metrics complies with the performance-based compensation exception under Section 162(m) of the Internal Revenue Code. The MIP also includes a provision implementing Sysco s clawback policies.

Fiscal 2011 MIP Awards

For the fiscal 2011 awards, the bonus formula utilized a matrix based upon Sysco s annual percentage increase in fully diluted earnings per share and its three-year average return on capital. The scale on the X-axis for the percentage increase in earnings per share began at 2% and continued indefinitely, while the corresponding scale on the Y-axis for three-year average return on capital began at 11% and also continued indefinitely; however, the maximum bonus that we could pay pursuant to this award was 250% of base salary. Where the two scales intersected determined the payout percentage of base salary. Pursuant to the award agreements, MIP bonuses under the fiscal 2011 awards would not be paid unless Sysco achieved at least a 2% increase in earnings per share and an 11% three-year average return on capital. For the fiscal 2011 awards, the three-year average return on capital was calculated using fiscal 2009, 2010 and 2011. The average return on capital for fiscal 2009 and 2010 (adjusted to reflect a comparable 52-week basis) was 18.9% and 18.8%, respectively. For fiscal 2011, Sysco had an increase in diluted earnings per share of 0.5% and a three-year average return on capital for fiscal 2009, 2010 and 2011 (adjusted to reflect a comparable 52-week basis) of 18.4%. As such, bonuses were not paid with respect to the fiscal 2011 MIP awards.

The performance targets for the fiscal 2011 MIP awards were not met primarily because management approved an aggregate $41.5 million expense for Sysco s partial withdrawal from an underfunded multi-employer pension plan, or MEPP, during fiscal 2011 in which Sysco employees participated. This partial withdrawal was discretionary on the part of Sysco but was determined by management, in consultation with the Board, to be in the best interests of Sysco by significantly reducing stockholder exposure to an uncertain and underfunded potential obligation. The result of the partial withdrawal was an aggregate of $41.5 million charged to earnings during fiscal 2011, with a corresponding $.04 per share reduction in Sysco s diluted earnings per share in fiscal 2011. If not for these charges, the named executive officers would have earned a non-discretionary MIP bonus at the 70% level.

A simplified version of the matrices for determining fiscal 2011 payment amounts is set forth below. The criteria and payout percentage increase incrementally between the levels shown in the matrices below. Numbers shown in the bodies of the matrices are percentages applied to base salary in effect at the end of fiscal year.

Fiscal 2011 MIP Awards
Percentage Increase in Earnings per Share

3-Year Average Return on Capital	**2%**	**4%**	**6%**	**8%**	**10%**	**12%**	**14%**	**16%**	**18%**	**20%+**
11%	20	25	65	85	105	125	140	150	160	170
12%	25	30	70	90	110	130	145	155	165	175
13%	30	40	80	100	120	140	155	165	175	185
14%	35	50	90	110	130	150	165	175	185	195
15%	40	60	100	120	140	160	175	185	195	205
16%	50	70	110	130	150	170	185	195	205	215
17%	60	80	120	140	160	180	195	205	215	225
18%	70	90	130	150	170	190	205	215	225	235
19%	75	100	140	160	180	200	215	225	235	245
20%+	80	105	145	165	185	205	220	230	240	250

Mr. DeLaney s fiscal 2011 MIP award agreement provided that in addition to satisfying the objective performance goals in the grid above, 20% of his total fiscal 2011 MIP bonus would also have been subject to his having achieved the following non-financial goals for fiscal 2011:

- Continue to make progress on the strategic project per the submitted plan;
- Make significant progress in improving customer retention;
- Create teams to investigate and position Sysco to be ready to make acquisitions detailed in the strategic plan, if warranted;
- Communicate broadly the strategic direction of the corporation to all of the stakeholders; and
- Make continued strides toward the human capital plan and succession planning.

Fiscal 2011 Discretionary Bonuses

The Compensation Committee awarded the named executive officers the discretionary performance-based bonuses for fiscal 2011 ranging from 68.6% to 70% of base salary based on Sysco s achievement of certain financial performance criteria and the CEO s achievement of certain non-financial performance goals.

The discretionary performance-based bonuses are subject to Sysco s incentive clawback policy. In the event the Committee determines within thirty-six (36) months of the payment of the discretionary performance-based bonuses that the factors upon which they were paid have materially changed, including but not limited to a restatement of financial results (other than as the result of a change in accounting policy), then the Committee has the right to recoup from each of the named executive officers the amount determined by the Committee, in its sole and absolute discretion, provided that such amount shall not exceed the amount of the discretionary bonuses paid to the named executive officers.

Fiscal 2012 MIP Awards

The Committee substantially changed the structure of the MIP for fiscal 2012 awards, as discussed under Compensation Discussion and Analysis Annual Compensation Management Incentive Plan Fiscal 2012. With the exception of Mr. DeLaney, the named executive officers will earn a fiscal 2012 bonus equal to the sum of the following:

- between 25% and 75% of target (50% of the total MIP bonus) will be paid based on the percentage increase in adjusted diluted earnings per share for fiscal 2012 as compared to fiscal 2011;
- between 15% and 45% of target (30% of the total MIP bonus) will be paid based on the percentage increase in adjusted sales for fiscal 2012 as compared to fiscal 2011; and
- between 10% and 30% of target (20% of the total MIP bonus) will be paid based on the return on invested capital for fiscal 2012. Return on invested capital is computed by dividing the company s adjusted net after-tax earnings for fiscal 2012 by the company s adjusted total invested capital for that year. Adjusted total invested capital is computed as the sum of:
  - Adjusted stockholder s equity, computed as the average of adjusted stockholders equity at the beginning of the year and at the end of each fiscal quarter during the year; and
  - Adjusted long-term debt, computed as the average of the adjusted long-term debt at the beginning of the year and at the end of each fiscal quarter during the year.

We refer to this calculation as the Objective Performance Bonus Calculation.

The calculation of the adjusted results with respect to each of the performance measures will exclude from each of these measures the following items, the returns from which are generally expected to be outside fiscal 2012:

expenditures relating to Sysco s Business Transformation Project, the impact of major acquisitions and divestitures and any withdrawals by Sysco operating companies from multi-employer pension plans. The Compensation Committee has the discretion to include certain of these excluded items, but only if such inclusion would not cause a named executive officer s MIP bonus to become non-deductible for federal income tax purposes pursuant to Section 162(m) of the Internal Revenue Code.

These three bonus measures are independent of each other, and one portion of the bonus may be earned even if the threshold level of one or both of the other measures is not achieved. If the threshold requirements for one or more of the bonus measures are not met, those portions of the bonus will not be paid.

Mr. DeLaney s fiscal 2012 bonus is subject to a maximum amount that is equal to 110% of the Objective Performance Bonus Calculation. Mr. DeLaney s fiscal 2012 bonus is initially calculated as equal to the maximum amount. This amount is then adjusted to equal the amount of the Objective Performance Bonus Calculation. The Committee then has the discretion to adjust Mr. DeLaney s bonus further based on his performance with respect to the following non-financial performance goals:

Continue to Effectively Carry Out Implementation of the Business Transformation;
Further Improve Customer Retention;

Successfully Execute Board Approved Strategic Acquisitions;
Communicate Broadly the Strategic Direction of the Corporation to All Key Stakeholders; and
Make Continued Strides Toward Implementing an Effective Human Capital Plan.

If Mr. DeLaney s performance with respect to the above non-financial performance goals meets the target levels established by the Committee, Mr. DeLaney s fiscal year 2012 bonus will equal 100% of the Objective Performance Bonus Calculation. If Mr. DeLaney s performance with respect to the above goals exceeds the target levels established by the Committee, Mr. DeLaney s fiscal year 2012 bonus will equal between 100% of the Objective Performance Bonus Calculation and the maximum amount, as determined in the Compensation Committee s discretion. If Mr. DeLaney s performance is below the target levels of performance established by the Committee, Mr. DeLaney s fiscal 2012 bonus will equal between 80% 100% of the Objective Performance Bonus Calculation, as determined in the Compensation Committee s discretion. In no event will Mr. DeLaney s fiscal 2012 Management Incentive Plan bonus exceed the maximum amount. The Company believes that any bonus paid to Mr. DeLaney pursuant to the fiscal 2012 award will satisfy the requirements for deductibility for federal income tax purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

In approving the agreements for fiscal 2012, the Committee targeted each named executive officer s MIP bonus at the following percentages of base salary: 150% for Mr. DeLaney, 125% for Messrs. Green and Pulliam and 100% for Messrs. Kreidler and Hope. The fiscal 2012 awards are also subject to clawback provisions that provide that, subject to applicable governing law, all or a portion of the bonus paid pursuant to the 2012 awards may be recovered by Sysco if there is a restatement of our financial results, other than a restatement due to a change in accounting policy, within 36 months of the payment of the bonus and the restatement would result in the payment of a reduced bonus if the bonus was recalculated using the restated financial results. The Committee has the sole discretion to determine the form and timing of the repayment.

Outstanding Equity Awards at Fiscal Year-End

While the 2007 Stock Incentive Plan, and its predecessor, the 2004 Stock Option Plan, allow for options to vest and become exercisable in no more than one-third increments each year, option grants under the plans have generally vested and become exercisable in five equal annual installments beginning one year after the grant date to create a longer-term incentive for the executives. The restricted stock units that have been granted pursuant to the 2007 Stock Incentive Plan vest one-third per year over three years. The 2007 Stock Incentive Plan allows the Committee the discretion to grant stock options, restricted stock, and restricted stock units, as well as other stock-based awards.

According to the terms of the 2004 and 2007 Plans, the exercise price of options may not be less than the fair market value on the date of the grant, which is defined in our plans as the closing price of our common stock on the New York Stock Exchange on the business day preceding the grant date. Our stock plans specifically prohibit repricing of outstanding grants without stockholder approval. The Committee now grants all of our stock options and restricted stock units pursuant to our equity grant guidelines. Pursuant to our equity grant guidelines in effect prior to August 2011, the Committee generally made option and restricted stock unit grants on the second Tuesday in November each year, a date when we were typically in a trading window under our Policy on Trading in Company Securities. For fiscal 2011, this would have meant a grant date of November 9; however, we issued equity awards on Thursday, November 11, when the Compensation Committee and Board of Directors held their regular meetings. The Committee made this modification in light of the fact that the revised date was during a normal trading window and would not conflict with a scheduled trading blackout period, and that, as of such date, the Committee anticipated that Sysco would have publicly disseminated all material information likely to affect the trading price of Sysco s common stock. In August 2011, the Committee revised our equity grant guidelines to provide that grants may be made during any open trading windows pursuant to our Policy on Trading in Company Securities, subject to certain conditions and qualifications. The guidelines provide that the Committee should generally make equity grants at a point in time when we have publicly disseminated all material information likely to affect the trading price of Sysco s common stock. Under the guidelines, the Committee will generally not make grants during a period preceding an anticipated event that is likely to cause a substantial increase or a substantial decrease in the trading price of Sysco s common stock, such as an earnings release. If we have grants scheduled to occur when Sysco is in possession of material non-public information, then:

- management must inform the Committee or the Board of Directors, as the case may be, of all material information in its possession regarding Sysco; and
- if, in the Committee s or Board s judgment, such information is reasonably likely to affect the trading price of Sysco s common stock, then due consideration should be given to the number and exercise price of options and the number of any equity grants that may be granted in light of such material non-public information.

The following table provides information on each named executive officer s stock option, restricted stock and restricted stock unit grants outstanding as of July 2, 2011.

Outstanding Equity Awards at Fiscal Year-End

		Option Awards				Stock Awards	
Name	**Date Granted**	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)(1)**
DeLaney	November 2010					43,300(2)	$ 1,359,187
	November 2010		500,000(3)	$ 28.87	11/10/2017		
	November 2009					21,400(4)	671,746
	November 2009	70,400	281,600(5)	27.44	11/9/2016		
	February 2009	128,800	193,200(6)	23.36	2/10/2016		
	November 2008	50,000	75,000(7)	24.99	11/10/2015		
	November 2007	43,800	29,200(8)	33.39	11/12/2014		
	September 2006	11,600	2,900(9)	31.70	9/6/2013		
	September 2005	12,600		33.01	9/7/2012		
	September 2004	5,000		32.19	9/1/2011		
	September 2003	12,500		31.75	9/10/2013		
	September 2002	30,000		30.57	9/11/2012		
	September 2001	836		27.79	9/10/2011		
Kreidler	November 2010					13,700(2)	430,043
	November 2010		157,500(3)	28.87	11/10/2017		
	November 2009					7,334(4)	230,214
	November 2009	24,000	96,000(5)	27.44	11/9/2016		
	October 2009					3,333(10)	104,623
	October 2009	15,000	60,000(11)	24.38	10/5/2016		
Green	November 2010					14,300(2)	448,877
	November 2010		165,000(3)	28.87	11/10/2017		
	November 2009					8,134(4)	255,326
	November 2009	26,700	106,800(5)	27.44	11/9/2016		
	November 2008	40,000	60,000(7)	24.99	11/10/2015		
	November 2007	23,400	15,600(8)	33.39	11/12/2014		
	September 2006	31,200	7,800(9)	31.70	9/6/2013		
	September 2005	39,000		33.01	9/7/2012		
	September 2004	26,000		32.19	9/1/2011		
	September 2003	20,000		31.75	9/10/2013		
	September 2002	22,000		30.57	9/11/2012		
Pulliam	November 2010					14,300(2)	448,877
	November 2010		165,000(3)	28.87	11/10/2017		

	November 2009					8,734(4)	274,160
	November 2009	28,700	114,800(5)	27.44	11/9/2016		
	November 2008	40,000	60,000(7)	24.99	11/10/2015		
	November 2007	43,800	29,200(8)	33.39	11/12/2014		
	September 2006	58,400	14,600(9)	31.70	9/6/2013		
	September 2005	73,000		33.01	9/7/2012		
	September 2004	26,000		32.19	9/1/2011		
	September 2003	45,000		31.75	9/10/2013		
	September 2002	50,000		30.57	9/11/2012		
Hope	November 2010					10,900(2)	342,151
	November 2010		125,000(3)	28.87	11/10/2017		
	November 2009					5,400(4)	169,506
	November 2009	7,700	30,800(5)	27.44	11/9/2016		
	November 2008	20,000	30,000(7)	24.99	11/10/2015		
	November 2007	19,200	12,800(8)	33.39	11/12/2014		
	September 2006	11,760	2,940(9)	31.70	9/6/2013		
	September 2005	14,700		33.01	9/7/2012		
	September 2004	13,000		32.19	9/1/2011		
	September 2003	17,000		31.75	9/10/2013		
	September 2002	22,000		30.57	9/11/2012		

(1) The aggregate dollar value is calculated using the closing price of our common stock on July 1, 2011 of $31.39.

(2) These restricted stock units vest in equal portions on November 11 of 2011, 2012 and 2013 and may be settled solely by delivery of an equal number of shares of Sysco common stock. Vesting is contingent upon executive s continued service with the company, except that the units will remain in effect and continue to vest according to the vesting schedule upon executive s termination of employment due to retirement in good standing or disability. Additionally, the units will vest immediately upon executive s death or a change in control of the company.

(3) These options vest in equal portions on November 11 of 2011, 2012, 2013, 2014 and 2015.

(4) These restricted stock units vest in equal portions on November 10 of 2011 and 2012 and may be settled solely by delivery of an equal number of shares of Sysco common stock. Vesting is contingent upon executive s continued service with the company, except that the units will remain in effect and continue to vest according to the vesting schedule upon executive s termination of employment due to retirement in good standing or disability. Additionally, the units will vest immediately upon executive s death or a change in control of the company.

(5) These options vest in equal portions on November 10 of 2011, 2012, 2013 and 2014.

(6) These options vest in equal portions on February 11 of 2012, 2013 and 2014.

(7) These options vest in equal portions on November 11 of 2011, 2012 and 2013.

(8) These options vest in equal portions on November 13 of 2011 and 2012.

(9) These options vest on September 7, 2011.

(10) These restricted stock units vest in equal portions on October 5 of 2011 and 2012 and may be settled solely by delivery of an equal number of shares of Sysco common stock. Vesting is contingent upon Mr. Kreidler s continued service with the company, except that the units will vest immediately upon Mr. Kreidler s retirement in good standing, death, disability, or a change in control of the company.

(11) These options vest in equal portions on October 5 of 2011, 2012, 2013 and 2014.

All of the option awards listed above provide that if the executive s employment terminates as a result of retirement in good standing or disability, the option will remain in effect, vest and be exercisable in accordance with its terms as if the executive remained an employee of Sysco. Awards granted in 2002 and later provide that all unvested options will vest immediately upon the executive s death. Furthermore, the options provide that the executive s estate or designees may exercise the options at any time within three years after his death for grants made in 2005 and later and within one year after his death for grants made prior to 2005, but in no event later than the original termination date.

All of the options above provide for the vesting of unvested options upon a change in control. In addition, grants made in 2005 and later provide that if the named executive s employment is terminated other than for cause, during the 24 month period following a change in control, the outstanding options under the plans will be exercisable to the extent the options were exercisable as of the date of termination for 24 months after employment termination or until the expiration of the stated term of the option, whichever period is shorter.

Option Exercises and Stock Vested

The following table provides information with respect to aggregate option exercises and the vesting of stock awards during the last fiscal year for each of the named executive officers.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)(1)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)(2)**
DeLaney	10,164	$ 5,488	10,700	$ 308,053
Kreidler			5,333	152,770
Green	41,768	198,526	4,066	117,060
Pulliam	37,000	150,960	4,366	125,697
Hope	7,607	34,459	2,700	77,733

(1) We computed the value realized on exercise based on the difference between the closing price of Sysco s common stock on the day of exercise and the exercise price.

(2) We computed the value realized upon vesting by multiplying the number of shares of stock that vested by the closing price of Sysco s common stock on the first business day preceding the vesting date.

Pension Benefits

Sysco maintains two defined benefit plans. One is the Sysco Corporation Retirement Plan, or pension plan, which is intended to be a tax-qualified plan under the Internal Revenue Code. The second is the Sysco Corporation Supplemental Executive Retirement Plan, or SERP, which is not a tax-qualified plan. The following table shows the years of credited service for benefit accrual purposes and the present value of the accrued benefits for each of the named executive officers under each of the pension plan and SERP as of July 2, 2011. No named executive officer received payments under either defined benefit plan during the last fiscal year.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit
DeLaney	Pension Plan	22.333	$ 368,104
	SERP	22.333	4,054,730
Kreidler	Pension Plan	1.667	36,508
	SERP	1.667	0
Green	Pension Plan	20.333	292,653
	SERP	20.333	5,507,999
Pulliam	Pension Plan	24.083	392,717
	SERP	24.083	9,155,578
Hope	Pension Plan	24.250	259,291
	SERP	24.250	2,973,849

We will pay the pension plan benefits in the form of a life annuity with payments guaranteed for five years. As required by SEC rules, we calculated the named executive officers accrued benefits under the pension plan by assuming that the named executives will remain in service with the company until age 65, which is the earliest age at which the named executive officers can retire without any reduction in benefits.

For the SERP, we calculated the named executive officers accrued benefits by assuming that the named executives will remain in service with Sysco until they become 100% vested in their SERP benefits, which is the earliest age they could retire without any reduction in SERP benefits. The 100% vesting date is at age 60 for Mr. DeLaney, age 63 for Mr. Kreidler, age 57 for Mr. Green, age 60 for Mr. Pulliam and age 59 for Mr. Hope. These ages differ because SERP vesting is based on a combination of the participant s age, Sysco service, and/or MIP service. Note that some of these ages may represent the executive s current age as of the 2011 fiscal year-end due to prior attainment of their 100% vesting date. We pay SERP benefits as a joint life annuity, reducing to two-thirds upon the death of either the executive or his spouse, with the unreduced payment guaranteed for at least 10 years.

We calculated the present value of the accumulated pension plan and SERP benefits based on a 5.94% discount rate for the pension plan and a 5.93% discount rate for the SERP, with a post-retirement mortality assumption based on the RP2000 Combined Healthy table, sex distinct, projected to 2011, with scale AA.

Following are the estimated accrued benefits earned through the fiscal year ending 2011 for the pension plan or SERP, as noted. These annual amounts would be payable at the earliest unreduced retirement age, as described above, if the named executive officer remains in the service of Sysco until such age. Projected benefits that may be earned due to pay and service after the fiscal year ended July 2, 2011 are not included in these estimates.

Name	**Plan Name**	**Earliest Unreduced Retirement Age**	**Expected Years of Payments**	**Estimated Annual Benefit**
DeLaney	Pension Plan	65	18.7	$ 58,288
	SERP	60	25.5	382,287
Kreidler	Pension Plan	65	18.7	9,172
	SERP(1)	63		
Green	Pension Plan	65	18.7	57,535
	SERP	57	28.6	539,237
Pulliam	Pension Plan	65	18.7	62,185
	SERP	60	25.9	902,602
Hope	Pension Plan	65	18.7	52,723
	SERP	59	26.5	356,415

(1) Since Mr. Kreidler s service at July 2, 2011 is less than two years, his plan offsets result in a $0 accumulated SERP benefit as of that date.

In addition to the above, the named executive officers are entitled to a temporary social security bridge benefit commencing at their earliest unreduced retirement age until the earlier of death or age 62. The amount of this monthly benefit for each named executive officer, based on the SERP early retirement assumptions above, is $1,625 for Mr. DeLaney, $1,479 for Mr. Green, $1,625 for Mr. Pulliam and $1,441 for Mr. Hope.

Pension Plan

The pension plan, which is intended to be tax-qualified, is funded through an irrevocable tax-exempt trust and covered approximately 28,000 eligible employees as of the end of fiscal 2011. In general, a participant s accrued benefit is equal to 1.5% times the participant s average monthly eligible earnings for each year or partial year of service with Sysco or a subsidiary. This accrued benefit is expressed in the form of a monthly annuity for the participant s life, beginning at age 65, the plan s normal retirement age, and with payments guaranteed for five years. If the participant remains with Sysco until at least age 55 with 10 years of service, the participant is entitled to early retirement payments. In such case, we reduce the benefit 6.67% per year for the first 5 years prior to normal retirement age and an additional 3.33% per year for years prior to age 60. Employees vest in the pension plan after five years of service.

Benefits provided under the pension plan are based on compensation up to a limit, which is $245,000 for calendar year 2011, under the Internal Revenue Code. In addition, annual benefits provided under the pension plan may not exceed a limit, which is $195,000 for calendar year 2011, under the Internal Revenue Code.

Elements Included in Benefit Formula Compensation included in the pension plan s benefit calculation is generally earned income excluding deferred bonuses.

Policy Regarding Extra Years of Credited Service Generally we do not credit service in the pension plan beyond the actual number of years an employee participates in the plan. We base the years of credited service for the named executive officers only on their service while eligible for participation in the plan.

Benefit Payment Options Participants may choose their method of payment from several options, including a life annuity option, spousal joint and survivor annuity, Social Security leveling and life annuity options with minimum guaranteed terms. Only de minimis lump sums are available.

Supplemental Executive Retirement Plan

We offer supplemental retirement plans, including the SERP, to approximately 171 eligible executives to provide for retirement benefits beyond the amounts available under Sysco s various broad-based US and Canadian pension plans. Each of the named executive officers participates in the SERP. It is our intent that the SERP comply with Section 409A of the Internal Revenue Code in both form and operation. The SERP is an unsecured obligation of Sysco and is not qualified for tax purposes.

In December 2008, the Board of Directors substantially revised the SERP to limit the class of employees eligible to participate in the SERP on or after June 28, 2008 and added an alternative MIP Retirement Program, which generally provides for lesser benefits than the SERP, for certain employees who would otherwise have participated in the SERP. None of the named executive officers participates in this alternative program. In May 2011, the SERP was amended in order to close the SERP to future participants.

The SERP is designed to provide, in combination with other retirement benefits, 50% of an executive s final average compensation, provided an executive had at least 20 years of Sysco service, including service with an acquired company, and was 100% vested. Other retirement benefits include Social Security, benefits from the pension plan, and employer matching amounts under Sysco s 401(k) plan and similar qualified plans of acquired companies. We reduce the gross accrued benefit of 50% of final average compensation by 5% per year for each year of Sysco service including service with an acquired company of less than 20 years. Employees are generally not eligible for benefits if they leave the company prior to age 55. Under the SERP, final average compensation is determined using the monthly average of a participant s eligible earnings for the last 10 fiscal years prior to retirement, or the date he ceases to be covered under the SERP, if earlier. With respect to the determination of a participant s accrued benefit as of June 28, 2008, as discussed below, final average compensation is determined using the monthly average of a participant s eligible earnings for the highest 5 of the last 10 fiscal years prior to retirement.

Eligible earnings refers to compensation taken into account for SERP purposes. As discussed below, beginning with fiscal 2009, the portion of a participant s MIP bonus counted as eligible earnings is capped at 150% of the participant s rate of base salary as of the last day of the applicable fiscal year. Eligible earnings for fiscal years prior to fiscal 2009, including eligible earnings for purposes of determining a participant s accrued benefit as of June 28, 2008, as discussed below, are not affected by this plan change. The definition of eligible earnings that places a cap on the MIP bonus for fiscal years after fiscal 2008 will be used in all benefit calculations except for certain death benefit calculations and a participant s accrued benefit as of June 28, 2008, as discussed below.

A Sysco corporate officer will receive a SERP benefit equal to the greater of:

- The accrued benefit determined as of the date service with Sysco ends; or
- The accrued benefit determined as of June 28, 2008, but with vesting, the monthly benefit limit and eligibility for immediate benefit payments determined as of the date service with Sysco ends, using the following components:
  - average pay, based on the highest five fiscal years, which need not be successive, of eligible earnings in the ten fiscal year period ending June 28, 2008;
  - full years of service with Sysco, including service with companies acquired by Sysco, as of June 28, 2008; and
  - offsets as of June 28, 2008, with the standard adjustment to reflect the form and timing of the SERP benefit payments as of the date service with Sysco ends.

Under the SERP, Sysco has the ability to cause the forfeiture of any remaining SERP payments to a participant who was not discharged for cause, but who after his termination was determined by the Compensation Committee to have engaged in behavior while employed that would have constituted grounds for a discharge for cause. For this purpose, termination for cause includes termination for fraud or embezzlement. Sysco also has the ability to cause a forfeiture of any remaining SERP payments to a participant if the participant violates certain non-competition covenants. These non-competition covenants are applicable to the entire period over which any SERP benefits are to be paid.

Vesting in the SERP is based upon age and MIP participation service and/or Sysco service. Executives are 50% vested when they reach the earlier of age 60 with 10 years of Sysco service or age 55 with 15 years of MIP participation service. The vesting percentage increases with additional years of age and/or MIP participation service or Sysco service. An executive with at least 20 years of Sysco service (including service with companies acquired by Sysco) can retire with unreduced benefits when 100% vested. The executive generally becomes 100% vested on the earliest of:

- age 65 if he has at least 10 years of Sysco service;
- age 55 if he has at least 15 years of MIP service, but only if the sum of his age and MIP service is equal to or exceeds 80; and
- age 62 if he has at least 25 years of Sysco service and at least 15 years of MIP service.

Upon the occurrence of a change in control, each named executive officer will become 100% vested in his SERP benefit accrued prior to the change in control. The executive will also be 100% vested in any SERP benefit that accrues after the date of the change in control. Notwithstanding this, the SERP contains cutback provisions that will reduce amounts payable to each named executive officer by the amount of any payments that cannot be deducted by Sysco under Section 280G of the Internal Revenue Code.

We pay the SERP benefit as a monthly life annuity with a guaranteed minimum period of 10 years if the participant is not married at the time payments commence. If the participant is married at the time payments commence, the participant and spouse are entitled to a monthly annuity for life with a guaranteed minimum period of 10 years, and generally, on the participant s or spouse s death, the survivor is entitled to receive a monthly annuity for life with each payment equal to two-thirds of each payment made to the couple. The benefit payable upon the death of a vested, terminated participant prior to age 55 reflects an actuarial reduction for the difference between age 55 and the executive s age at death.

We provide a temporary Social Security bridge benefit to an executive commencing SERP benefits before age 62, payable until the earlier of age 62 or death.

Elements of Compensation included in Benefit Formula Compensation generally includes base pay, the MIP bonus or any bonus paid in lieu of or as a substitute for the MIP bonus (although this is limited to 150% of the annual rate of base salary for fiscal 2009 and later years), the fiscal 2007 supplemental performance bonus, and stock matches under the 2005 Management Incentive Plan and predecessor plans with respect to fiscal 2005 and prior fiscal years.

Funding Status Sysco s obligations under the SERP are partially funded by a rabbi trust holding life insurance and are maintained as a book reserve account. In the event of Sysco s bankruptcy or insolvency, however, the life insurance and any other assets held by the rabbi trust become subject to the claims of Sysco s general creditors.

Policy with Regard to Extra Years of Credited Service Generally, Sysco does not award extra years of credited service under the SERP. However, in certain cases, the company may accelerate vesting of a participant s accrued benefit, or award additional Sysco service for purposes of determining the reduction applicable to the participant s final average compensation. As of the date of this proxy statement, none of the named executive officers have been awarded additional credited service, or accelerated vesting of their accrued benefits under the SERP.

Lump Sum Availability Retirement benefits may not be paid as a lump sum.

Monthly Payment Limit The SERP benefit cannot exceed the participant s vested percentage multiplied by the monthly payment limit in effect for the fiscal year of his retirement. The monthly payment limit for participants retiring in fiscal year 2011 was $189,478; for participants retiring in fiscal 2012, the monthly limit is $196,221. Each subsequent fiscal year, the limit will be adjusted for inflation.

Delay of Distributions to Named Executives Distributions to a named executive officer upon the named executive officer s separation from service as defined under Section 409A of the Internal Revenue Code will be delayed for a period of six months to the extent that making payments during such six-month period would violate Section 409A.

Executive Deferred Compensation Plan

The following table provides information regarding executive contributions and related company matches, earnings and account balances under the EDCP for each of the named executive officers. No executive officer made any withdrawals or received any distributions with respect to fiscal 2011.

	Executive Contributions for	Registrant Contributions for	Aggregate Earnings in	Aggregate Balance at July 2,

Name	Fiscal 2011 ($)(1)	Fiscal 2011 ($)(2)	Fiscal 2011 ($)(3)	2011($)
DeLaney	$	$	$ 73,404	$ 1,120,663
Kreidler				
Green				
Pulliam	202,160	30,324	79,487	1,247,316
Hope			73,642	1,124,298

(1) Amount shown represents deferral of a portion of the MIP bonus paid in August 2011. This amount is contained in the fiscal 2011 disclosure under the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table, as more specifically described in footnote 4 to the Table.

(2) As discussed below, Sysco matches a portion of the MIP bonus deferred by an executive. Amount shown represents the Sysco match on the executive s deferral of a portion of the MIP bonus paid in August 2011. This amount is contained in the fiscal 2011 disclosure under the All Other Compensation column of the Summary Compensation Table, as more specifically described in footnote 6 to the Table.

(3) The above-market interest portion of these amounts is included in the fiscal 2011 disclosure under the Change in Pension Value and Nonqualified Deferred Compensation Earnings column of the Summary Compensation Table, in the following amounts: $26,667 for Mr. DeLaney, $26,753 for Mr. Hope and $27,401 for Mr. Pulliam.

Sysco maintains the EDCP to provide certain executives, including the named executives, the opportunity to defer the receipt of a portion of their annual salaries, bonuses and deemed earnings thereon on a tax-deferred basis. Federal income taxes on all amounts credited under the EDCP will be deferred until payout under current tax law. The EDCP is administered by the Compensation Committee.

Eligibility All Sysco executives who are participants in the MIP, excluding those whose income is subject to Canadian income tax laws, are eligible to participate. However, the Compensation Committee has the right to establish additional eligibility requirements and may exclude an otherwise eligible executive from participation.

Executive Deferrals and Sysco Matching Credit Executives may defer up to 40% of their bonuses under the MIP, and for years prior to fiscal 2009 only, their supplemental performance bonuses, referred to in the aggregate as bonus, and up to 100% of salary. In September 2009, the EDCP was amended to clarify that any bonus paid in lieu of or as a substitute for the MIP bonus in the future is eligible for deferral under the EDCP. Sysco does not match salary deferrals under the EDCP. Sysco provides matching credit of 15% of the first 20% of bonus deferred, resulting in a maximum possible match credit of 3% of an executive s bonus. The Committee may authorize additional discretionary company contributions, although it did not authorize any in fiscal 2008, 2009, 2010 or 2011.

Investment Options An executive may invest the deferral portion of his or her account among nine investment options, which may be changed as often as daily. The returns for these options of varying risk/reward ranged from 3.91% to 40.54% for the year ended July 2, 2011.

Prior to July 2, 2008, Moody s plus 1%, or the risk free option, was one of nine available deemed investment options under the EDCP and was the default investment option for participants who failed to make an investment election. In addition, company matches were automatically credited with interest at the Moody s plus 1% rate, and interest credited during an installment payout period under a fixed payment distribution option available under the EDCP was credited at Moody s plus 1%. For a given calendar year, the Moody s + 1% option provides an annual return equal to the Moody s Average Corporate Bond Yield for the higher of the six or twelve-month period ending on the preceding October 31, plus 1%. The Moody s + 1% return was 7.1950% for calendar year 2008.

Beginning as of July 2, 2008, the Moody s plus 1%, or risk free, option and the default investment rate were changed to Moody s without the addition of the 1%. As a result, the interest rate credited on company matches for future years, and the investment return on salary deferrals after July 1, 2008 and bonus deferrals for years after fiscal 2008, as well as any transfers from another investment option to the risk free option after July 1, 2008, are based on Moody s and not Moody s plus 1%. In addition, for participants whose employment terminates after July 1, 2008, interest credited to the participant s account during an installment payout period will be Moody s and not Moody s plus 1%.

Notwithstanding these changes, interest will continue to be credited at the Moody s plus 1% rate on each participant s accumulated company match account as of July 1, 2008, and on that portion of the participant s deferral account invested in the Moody s plus 1% option on July 1, 2008, and not otherwise transferred at a later time.

Vesting An executive is always 100% vested in his or her deferrals, but is at risk of forfeiting the deemed investment return on the deferrals for cause or competing against Sysco in certain instances. Each Sysco match and the associated deemed investment return will be 100% vested at the earliest to occur of:

the tenth anniversary of the crediting date of the match;
the executive s 60th birthday;
the executive s death;
the executive s disability; or
a specified change in control.

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Any matches and associated investment returns not otherwise fully vested under one of the above provisions may vest under an alternative schedule when the executive is at least age 55 and has at least 15 years of MIP participation service. Vesting under this alternative schedule is based on the sum of the executive s age and years of MIP participation service, as follows:

Sum	**Vested %**	**Sum**	**Vested %**	**Sum**	**Vested %**
Under 70	0%	73	65%	77	85%
70	50%	74	70%	78	90%
71	55%	75	75%	79	95%
72	60%	76	80%	80	100%

The Committee has the discretion to accelerate vesting when it determines specific situations warrant such action. Executives may forfeit vested amounts, other than salary and bonus deferrals, as described under Forfeiture for Cause or Competition below.

In-Service Distribution Elections and Hardship Withdrawals Unless an executive has previously made an in-service distribution election, an executive will generally not have access to amounts deferred under the EDCP while employed by Sysco unless he or she requests and qualifies for a hardship withdrawal. Such withdrawals are available under very limited circumstances in connection with an unforeseeable emergency. An executive may make separate in-service distribution elections with respect to a given year s salary deferral and bonus deferral, concurrent with that year s deferral election. None of the named executives made an in-service distribution election in fiscal 2011.

Distribution Events We will distribute the vested portion of the amount credited to an executive s EDCP account upon the earlier to occur of the executive s death, disability, retirement or other separation event.

Distributions Effective January 1, 2009, a participant who terminates employment other than due to death or disability prior to the earlier of age 60, or age 55 with 10 years of service with the company, will receive a lump sum. A participant may elect the form of distribution of his account if the participant terminates employment after the earlier of age 60, or age 55 with 10 years of service with the company. A participant may also elect the form of payment of his vested account balance in the event of death or disability.

An executive who has the right to elect the form of payment of his vested account balance may choose annual or quarterly installments over a specified period of up to 20 years, a lump sum or a combination of both. An executive may change his distribution elections prior to separation subject to limitations in the EDCP required by Section 409A of the Internal Revenue Code.

When we pay installments under the EDCP, we will credit the executive s unpaid vested account balance with a fixed investment return during the entire payout period. This fixed return will equal the Moody s Average Corporate Bond Yield for either the six- or twelve-month period ending two months prior to the month of the first installment payment, whichever is higher.

Delay of Distributions to Named Executives Distributions to a named executive upon the named executive officer s separation from service as defined under Section 409A of the Internal Revenue Code will be delayed for a period of six months to the extent that making payments during such six-month period would violate Section 409A of the Internal Revenue Code.

Forfeiture for Cause or Competition Any portion of an executive s account attributable to Sysco matches, including associated deemed investment return, and the net investment gain, if any, credited on his deferrals, is subject to forfeiture for specified cause or competition. The Committee shall determine if the executive was terminated for cause or violated the applicable non-compete provisions. However, these forfeiture provisions will not apply to an executive whose employment ends during the fiscal year in which a specified change in control occurs or during the next three fiscal years unless the Committee makes a finding of cause and an arbitrator confirms such finding. In addition, the Compensation Committee may cause a forfeiture of a participant s remaining company matches and investment earnings and interest credited to his account, if after a participant terminates employment for a reason other than for cause, the Compensation Committee determines that the participant engaged in conduct while employed by Sysco that would have resulted in his discharge for cause. In addition, the Compensation Committee may cause a forfeiture of a participant s remaining company matches and investment earnings and interest credited to his account, if a participant discloses trade secrets or confidential information to a competitor.

Change in Control Upon the occurrence of a change in control, each named executive officer will become 100% vested in his company match under the EDCP that has accrued prior to the change in control. The executive will also be 100% vested in any company match under the EDCP that accrues after the date of the change in control. Notwithstanding this, the EDCP contains cutback provisions that will reduce amounts payable to each named executive officer by the amount of any payments that cannot be deducted by Sysco under Section 280G of the Internal Revenue Code.

Quantification of Termination/Change in Control Payments

We have entered into certain agreements and maintain certain plans that will require us to provide compensation for the named executive officers in the event of specified terminations of their employment or upon a change in control of Sysco. We have listed the amount of compensation we would be required to pay to each named executive officer in each situation in the tables below. Amounts included in the tables are estimates and are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts we pay or distribute may differ materially. Factors that could affect these amounts include the timing during the year of any such event, the amount of future bonuses, the value of our stock on the date of the change in control and the ages and life expectancy of each executive and his spouse. The amounts shown in the tables below assume that the event that triggered the payment occurred on July 2, 2011. All amounts shown represent total payments, except as otherwise noted. We expect to time the payment of all amounts shown to comply with Section 409A of the Internal Revenue Code.

WILLIAM J. DELANEY

	Compensation Components						
Termination Scenario	**Severance Payment**	**Payments and Benefits Under EDCP(1)**	**Payments and Benefits Under SERP(2)**	**CPU Payment(3)**	**Acceleration and Other Benefits from Unvested Stock Options and Restricted Stock Units(4)**	**Insurance Payments(5)**	**Other(6)**
Retirement	$	$ 369,289	$ 2,654,292	$ 1,003,337	$ 6,274,649	$	$ 78,346
Death		395,616	3,420,522	1,003,337	6,274,649	1,200,000	78,346
Disability		395,616	2,654,292	2,130,005	6,274,649	2,650,000	78,346
Voluntary Resignation		369,289	2,654,292				
Termination for Cause							
Involuntary Termination w/o Cause, or Resignation for Good Reason		369,289	2,654,292				78,346
Change in Control w/o Termination		395,616		2,130,005	6,274,649		
Termination w/o Cause following a Change in Control		395,616	4,546,384	2,130,005	6,274,649		78,346

ROBERT C. KREIDLER

	Compensation Components						
Termination Scenario	Severance Payment	Payments and Benefits Under EDCP(1)	Payments and Benefits Under SERP(2)	CPU Payment(3)	Acceleration and Other Benefits from Unvested Stock Options and Restricted Stock Units(4)	Insurance Payments(5)	Other(6)
Retirement	$	$	$	$ 331,240	$ 1,961,570	$	$ 46,615
Death		11,025	2,104,735	331,240	1,961,570	1,200,000	46,615
Disability		11,025		693,735	1,961,570	5,032,500	46,615
Voluntary Resignation							
Termination for Cause							
Involuntary Termination w/o Cause, or Resignation for Good Reason							46,615
Change in Control w/o Termination		11,025		693,735	1,961,570		
Termination w/o Cause following a Change in Control		11,025		693,735	1,961,570		46,615

MICHAEL W. GREEN

	Compensation Components						
Termination Scenario	**Severance Payment**	**Payments and Benefits Under EDCP(1)**	**Payments and Benefits Under SERP(2)**	**CPU Payment(3)**	**Acceleration and Other Benefits from Unvested Stock Options and Restricted Stock Units(4)**	**Insurance Payments(5)**	**Other(6)**
Retirement	$	$	$	$ 359,400	$ 1,797,842	$	$ 49,500
Death			1,865,399	359,400	1,797,842	1,200,000	49,500
Disability				745,350	1,797,842	3,757,500	49,500
Voluntary Resignation							
Termination for Cause							
Involuntary Termination w/o Cause, or Resignation for Good Reason							49,500
Change in Control w/o Termination				745,350	1,797,842		
Termination w/o Cause following a Change in Control			2,780,512	745,350	1,797,842		49,500

LARRY G. PULLIAM

	Compensation Components						
Termination Scenario	**Severance Payment**	**Payments and Benefits Under EDCP(1)**	**Payments and Benefits Under SERP(2)**	**CPU Payment(3)**	**Acceleration and Other Benefits from Unvested Stock Options and Restricted Stock Units(4)**	**Insurance Payments(5)**	**Other(6)**
Retirement	$	$ 10,973	$ 6,680,752	$ 376,457	$ 1,848,276	$	$ 44,308
Death		63,202	6,661,993	376,457	1,848,276	1,200,000	44,308
Disability		63,202	6,680,752	770,935	1,848,276	2,635,000	44,308

Voluntary Resignation	10,973	6,680,752			
Termination for Cause					
Involuntary Termination w/o Cause, or Resignation for Good Reason	10,973	6,680,752			44,308
Change in Control w/o Termination	63,202		770,935	1,848,276	
Termination w/o Cause following a Change in Control	63,202	10,761,582	770,935	1,848,276	44,308

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JAMES D. HOPE

	Compensation Components						
Termination Scenario	**Severance Payment**	**Payments and Benefits Under EDCP(1)**	**Payments and Benefits Under SERP(2)**	**CPU Payment(3)**	**Acceleration and Other Benefits from Unvested Stock Options and Restricted Stock Units(4)**	**Insurance Payments(5)**	**Other(6)**
Retirement	$	$	$	$ 252,380	$ 1,076,317	$	$ 38,250
Death		311,206	1,655,921	252,380	1,076,317	1,150,000	38,250
Disability		311,206		534,820	1,076,317	3,928,334	38,250
Voluntary Resignation							
Termination for Cause							
Involuntary Termination w/o Cause, or Resignation for Good Reason							38,250
Change in Control w/o Termination		311,206		534,820	1,076,317		
Termination w/o Cause following a Change in Control		311,206	1,773,358	534,820	1,076,317		38,250

(1) See Executive Deferred Compensation Plan above for a discussion of the calculation of benefits and payout options under the EDCP. The amounts disclosed reflect the vested value of the company match on elective deferrals, as well as investment earnings on both deferrals and vested company match amounts. These amounts do not include salary and bonus deferrals.

Mr. DeLaney has elected to receive annual installments over 5 years in the event of his disability, death or retirement.

Mr. Kreidler has elected to receive quarterly installments over 15 years in the event of his retirement and quarterly installments over 20 years in the event of his disability or death.

Messrs. Green, Pulliam and Hope have each elected to receive a lump sum distribution in the event of disability, death or retirement.

(2) All amounts shown are present values of eligible benefits as of July 2, 2011, calculated using an annual discount rate of 5.93%, which represents the rate used in determining the values disclosed in the Pension Benefits table above. See Pension Benefits above for a discussion of the terms of the SERP and the assumptions used in calculating the present values contained in the table. The amount and expected number of benefit payments to each executive are based on each respective termination event, the form of payment, the age of the executive and his or her spouse, and mortality assumptions. Following are specific notes regarding benefits payable to each of

the named executive officers:

Death Because Messrs. DeLaney and Pulliam have reached age 55, their death benefit would be payable on a monthly basis. The other named executive officers death benefits listed below would be paid on an annual basis. The amounts shown reflect payments as follows:

	Estimated # of Payments	Amount of Payment	Payment Frequency
DeLaney	353	$ 21,023	Monthly
Kreidler	10	269,063	Annual
Green	10	238,467	Annual
Pulliam	339	41,627	Monthly
Hope	10	211,688	Annual

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Disability; *Involuntary Termination without Cause, or Resignation for Good Reason; Termination without Cause following a Change in Control* The amounts shown reflect the following monthly payments plus the amounts shown below attributable to the monthly PIA supplement, which is paid only until the executive reaches age 62. Because Messrs. DeLaney and Pulliam already meet the conditions of Early Payment Criteria as of the 2011 fiscal year-end, their benefits are payable as of August 1, 2011. The other named executive officers benefits listed below would be payable as of their normal retirement date (age 65). The amounts for Messrs. DeLaney and Pulliam also reflect reductions of $1,435,628 and $1,893,575, respectively, pursuant to provisions in the SERP that provide for a reduction in benefits to the extent they are not deductible under Section 280G of the Internal Revenue Code.

	Disability, Involuntary Termination without Cause, or Resignation for Good Reason			Termination without Cause following a Change in Control		
Name	**# of Monthly Payments**	**Monthly Payment Amounts**	**Monthly PIA Supplement (Until Age 62)**	**# of Monthly Payments**	**Monthly Payment Amounts**	**Monthly PIA Supplement (Until Age 62)**
DeLaney	360	$ 15,323	$ 1,794	360	$ 35,389	$ 1,794
Kreidler						
Green				257	41,803	
Pulliam	352	40,218	1,625	352	76,743	1,625
Hope				258	27,488	

Change in Control without Termination Benefit payments are not triggered.

(3) See Cash Performance Unit Plans above for a discussion of the CPUs. The amounts shown include payment of awards made in November 2009 and November 2010. For purposes of this disclosure, and as defined in the plan, we have assumed the following levels of performance:

Retirement Amounts reflect the target award value of awards pursuant to the fiscal 2010-2012 performance cycles and the pro-rated target award value of awards pursuant to the fiscal 2011-2013 performance cycles, pro-rated for the number of fiscal years during which the executive was actively employed, regardless of whether the executive was employed for the entirety of the relevant fiscal year. The pro rata factors used are 66.6% for the fiscal 2010-2012 performance cycle and 33.3% for the 2011-2013 performance cycle for all executives.

Disability Amounts reflect the target award value of awards pursuant to the fiscal 2010-2012 and fiscal 2011-2013 performance cycles.

Death Amounts reflect the target award value of awards pursuant to the fiscal 2010-2012 and 2011-2013 performance cycles, pro-rated for the portion of each performance cycle completed at the time of death with respect to the fiscal 2010-2012 performance cycle and pro-rated for the number of fiscal years during which the executive was actively employed, regardless of whether the executive was employed for the entirety of the relevant fiscal year, with respect to the 2011-2013 performance cycle. The pro-rata factors used are 66.6% for the fiscal 2010-2012 performance cycle and 33.3% for the 2011-2013 performance cycle for all executives.

Change in Control Amounts reflect the target award value of awards pursuant to the fiscal 2010-2012 and fiscal 2011-2013 performance cycles.

(4) The amounts shown include the value of unvested accelerated restricted stock units, valued at the closing price of Sysco common stock on the New York Stock Exchange on July 1, 2011, the last business day of our 2011 fiscal year, plus the difference between the exercise prices of unvested accelerated options and the closing price of Sysco common stock on the New York Stock Exchange on July 1, 2011 multiplied by the number of such options outstanding. See Outstanding Equity Awards at Fiscal Year-End for disclosure of the events causing an acceleration of outstanding unvested options and restricted stock. Assumes accelerated vesting of all unvested restricted stock units and stock options.

(5) Includes payments we will make in connection with additional life insurance coverage, long-term disability coverage, including disability income coverage, and long-term care insurance. In the event of death, a lump sum Basic Life Insurance benefit is payable in an amount equal to one-times the executive s prior year W-2 earnings, capped at $150,000. An additional benefit is paid in an amount equal to two-times the executive s base salary at the beginning of the year in which the death occurred, capped at $1,050,000. The value of the benefits payable is doubled in the event of an accidental death. In the event of disability, a monthly Long-Term Disability benefit of $25,000 would have been payable to age 65, following a 180-day elimination period.

(6) Includes retiree medical benefits and the payment of accrued but unused vacation.

Compensation Risk Analysis

The Compensation Committee oversees the Company s executive compensation program and regularly reviews the program against Sysco s strategic goals, industry practices and emerging trends in order to ensure alignment with stockholder interests. The Committee believes that Sysco s performance-based bonus and equity programs provide executives with incentives to create long-term stockholder value.

In 2010, the Committee expanded its review of compensation programs across the Sysco enterprise to monitor whether the program components encourage or otherwise promote the taking of inappropriate or unacceptable risks that could threaten the Company s long-term value. This review was updated in 2011. The assessment placed particular emphasis on identifying employees who have both significant compensation risk in the variability of their compensation and also the ability to expose the company to significant business risk. The Committee primarily focused on the compensation for the senior executives of Sysco Corporation and its operating companies, as these are the employees whose actions have the greatest potential to expose the company to significant business risk, although the review addressed all forms and levels of variable and other compensation that the Committee believed could reasonably provide employees with incentives to undertake risky behavior on behalf of Sysco. Having completed this review, the Committee continues to believe that many of Sysco s long-standing practices are designed to effectively promote the creation of long-term value, discourage behavior that leads to excessive risk, and mitigate the material risks associated with executive and other compensation programs. These practices include the following:

Sysco s executive compensation programs are designed to include a mix of elements so that the compensation mix is not overly focused on either short-term or long-term incentives.

Sysco s executive bonus programs (both the annual MIP bonus and the three-year cash performance units) are based on financial metrics which are objective and drive long-term stockholder value (including increase in diluted earnings, return on invested capital and increase in sales). Moreover, the Committee attempts to set ranges for these measures that encourage success without encouraging excessive risk taking to achieve short-term results. The Committee has the absolute discretion to remove any and all participants from the annual MIP bonus program prior to the end of the fiscal year to which the bonus relates and may reduce the amount of the bonus pay out, in its discretion, at any time prior to the fiscal year end.

Sysco s incentive programs do not allow for unlimited payouts, and bonus caps limit the extent that employees could potentially profit by taking on excessive risk.

Selection of three different types of long-term incentives (stock options, restricted stock units and cash performance units) for executives helps to minimize the risk that they will take actions that could cause harm to the Corporation and its stockholders. The value of stock options and restricted stock units are primarily based on stock price appreciation, which is determined by how the market values our common stock.

Longer performance periods encourage executives to attain sustained performance over several periods, rather than performance in a single period. CPUs are based on a three-year performance period. Stock options become exercisable over a five year period and remain exercisable for up to seven years (ten years for options issued from 2001 through 2003) from the date of grant, encouraging executives to look to long-term appreciation in equity values.

The stock ownership guidelines described under Stock Ownership Stock Ownership Guidelines above align the interests of our executive officers with the long-term interests of all stockholders and encourage our executives to execute our strategies for growth in a prudent manner.

In 2009, the Committee adopted a clawback policy, which is described under Compensation Discussion and Analysis Potential Impact on Compensation of Financial Restatements above. In the event we are required to restate our financial statements, other than as a result of an accounting change, we will recover MIP annual bonus payments and CPU three-year incentive-based compensation from all MIP participants.

Based on the 2011 review, management and the Committee do not believe that the compensation policies and practices of Sysco create risks that are reasonably likely to have a material adverse effect on the Company.

DIRECTOR COMPENSATION

Overview

We currently pay each non-employee director a base retainer of $100,000 per year. Non-employee directors who serve as committee chairpersons receive annual additional amounts as follows:

Audit Committee Chair	$25,000
Compensation Committee Chair	$20,000
Corporate Governance and Nominating Committee Chair	$20,000
Finance Committee Chair	$20,000
Sustainability Committee Chair	$15,000

In addition to the compensation received by all non-employee directors, Mr. Fernandez, Sysco s Non-Executive Chairman of the Board, receives an additional annual retainer of $325,000 per year, paid quarterly.

Beginning in fiscal 2008, each November the Board has granted approximately $160,000 in long-term incentives to each of the non-employee directors in the form of restricted stock awards. See 2009 Non-Employee Directors Stock Plan Restricted Stock and Restricted Stock Units below for a description of the plan under which these awards may currently be granted.

Reimbursement of Expenses

All non-employee directors are entitled to receive reimbursements of expenses for all services as director, including committee participation or special assignments. We pay the annual retainers quarterly. Directors are invited to have their spouses accompany them to dinners and other functions held in connection with one or two board meetings each year, and the company pays, either directly or through reimbursement, all expenses associated with their travel to and attendance at these business-related functions. Reimbursement for non-employee director travel may include reimbursement of a portion of the cost of travel on private aircraft. Specifically, this includes reimbursement for non-commercial air travel in connection with Sysco business, subject to specified maximums, provided that amounts related to the purchase price of an aircraft or fractional interest in an aircraft are not reimbursable and any portion of the reimbursement that relates to insurance, maintenance and other non-incremental costs is limited to a maximum annual amount. Non-employee directors also receive discounts on products carried by the company and its subsidiaries comparable to the discounts offered to all company employees.

Directors Deferred Compensation Plan

Non-employee directors may defer all or a portion of their annual retainer, including additional fees paid to committee chairpersons and the Non-Executive Chairman of the Board s annual retainer, under the Directors Deferred Compensation Plan. Non-employee directors may choose from a variety of investment options, including Moody s Average Corporate Bond Yield plus 1%, with respect to amounts deferred prior to fiscal 2009. This investment option was reduced to Moody s Average Corporate Bond Yield, without the addition of 1%, for amounts deferred after fiscal 2008. We credit such deferred amounts with investment gains or losses until the non-employee director s retirement from the Board or until the occurrence of certain other events.

Directors Stock Plans

As of August 30, 2011, the non-employee directors held options and shares of restricted stock that were issued under the 2009 Non-Employee Directors Stock Plan, the Amended and Restated 2005 Non-Employee Directors Stock Plan, the Non-Employee Directors Stock Plan, as amended and restated, and the Amended and Restated Non-Employee Directors Stock Option Plan. They also held elected and match shares (as described below) issued under the 2009 Non-Employee Directors Stock Plan. We may not make any additional grants under the Amended and Restated 2005 Non-Employee Directors Stock Plan, the Non-Employee Directors Stock Plan, as amended and restated, or the Amended and Restated Non-Employee Directors Stock Option Plan. Since we may only make grants under the 2009 Non-Employee Directors Stock Plan, the description below relates only to such plan.

2009 Non-Employee Directors Stock Plan

Election to Receive a Portion of the Annual Retainer in Common Stock

Under the 2009 Non-Employee Directors Stock Plan, instead of receiving his or her full annual retainer fee in cash, a non-employee director may elect to receive up to 100% of his or her annual retainer fee, including any additional retainer fee paid to the Non-Executive Chairman of the Board for his or her service in such capacity and any fees paid to a committee chairman for his or her service in such capacity, in 10% increments, in common stock. If a director makes this election, on the date we make each quarterly payment of the director s annual retainer fee we will credit the director s stock account with:

The number of shares of Sysco common stock that the director could have purchased on that date with the portion of his or her cash retainer that he or she has chosen to receive in stock, assuming a purchase price equal to the last closing price of the common stock on the first business day prior to that date; we call these shares elected shares; and

With respect to up half of his or her annual retainer fee, excluding any additional retainer fee paid for chairing the Board or one of its committees and any fees paid for meeting attendance or service on a committee, 50% of the number of elected shares we credited to the director s account; we call these extra shares additional shares.

The elected shares and additional shares vest as soon as we credit the director s account with them, but we do not issue them until the end of the calendar year. The director may not transfer the additional shares, however, until one year after we issue them, or, if deferred, the date that we otherwise would have issued them, provided that certain events will cause this transfer restriction to lapse.

The one year transfer restriction on additional shares will lapse if:

- the director dies;
- the director leaves the Board:
  - due to disability;
  - after having served out his or her full term; or
  - after reaching age 71; or
- a change in control, as defined in the plan, occurs.

Restricted Stock and Restricted Stock Units

The plan provides that the Board may grant shares of restricted stock and restricted stock units in the amounts and on such terms as it determines but specifies that no grant may vest earlier than one year following the grant date. A restricted stock unit is an award denominated in units whose value is derived from common stock, and which is subject to similar restrictions and possibility of forfeiture, as is the restricted stock. In November 2010, we issued restricted stock awards to non-employee directors under this plan. We have not yet issued any restricted stock units under this plan.

Generally, if a director ceases to serve as a director of Sysco, he or she will forfeit all the unvested restricted stock and restricted stock units that he or she holds. However, if the director leaves the board after serving out his or her term, or for any reason after reaching age 71, his or her restricted stock and restricted stock units will remain in effect and continue to vest as if the director had remained a director of Sysco. All unvested restricted stock and restricted stock units will automatically vest upon the director s death.

Deferral of Shares

A non-employee director may elect to defer receipt of all or any portion of any shares of common stock issued under the plan, whether such shares are to be issued as a grant of restricted stock, elected shares or additional shares, or upon the vesting of a restricted stock unit grant. Generally, the receipt of stock may be deferred until the earliest to occur of the death of the non-employee director, the date on which the non-employee director ceases to be a director of the company, or a change of control of Sysco. All such deferral elections shall be made in accordance with the terms and conditions set forth in Sysco s 2009 Board of Directors Stock Deferral Plan.

Change in Control

Grant agreements under the 2009 Non-Employee Directors Stock Plan will determine vesting provisions upon the occurrence of a specified change in control.

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Fiscal 2011 Non-Employee Director Compensation

The following table provides compensation information for fiscal 2011 for each of our non-employee directors who served for any part of the fiscal year:

Name	Fees Earned or Paid in Cash($)(1)	Stock Awards ($)(2)(3)(4)	Non-Qualified Deferred Compensation Earnings($)(5)	Other Compensation(6)	Total($)
Cassaday	$ 120,000	$ 185,026	$	$	$ 305,026
Craven	115,000	185,026	2,781		302,807
Fernandez	387,500	185,026	3,312		575,838
Glasscock	79,167	172,526			251,693
Golden	100,000	185,026	32,316		317,342
Hafner	120,000	185,026			305,026
Koerber	100,000	185,026	245	15,354	300,625
Newcomb	100,000	185,026			285,026
Sewell	100,000	185,026	20,721		305,747
Tilghman	125,000	185,026			310,026
Ward	120,000	185,026	8,143		313,169

(1) Includes retainer fees, including any retainer fees for which the non-employee director has elected to receive shares of Sysco common stock in lieu of cash and fees for the fourth quarter of fiscal 2011 that were paid at the beginning of fiscal 2012. Although we credit shares to a director s account each quarter, the elected shares are not actually issued until the end of the calendar year unless the director s service as a member of the Board of Directors terminates. The number of shares of stock actually credited to each non-employee director s account in lieu of cash during fiscal 2011, excluding match shares, which are reported in the column titled stock awards, was as follows: 1,710 shares for each of Mr. Cassaday, Dr. Craven, Mr. Fernandez, Mr. Hafner, Dr. Koerber, Ms. Newcomb, Ms. Sewell and Mr. Tilghman; 854 shares for Mr. Glasscock and 4,103 shares for Ms. Ward. Directors may choose to defer receipt of the elected shares described in this footnote under the Sysco Corporation 2009 Board of Directors Stock Deferral Plan. The number of elected shares of stock deferred by each non-employee director during fiscal 2011 (which are included in the elected shares described above) was as follows: Dr. Craven and Mr. Fernandez 1,710 shares, Mr. Glasscock 854 shares, Mrs. Sewell 856 shares and Ms. Ward 4,103 shares. To the extent cash dividends are paid on our common stock, non-employee directors also receive the equivalent amount of the cash dividend credited to their account with respect to all elected shares that are deferred. If the director has chosen to defer the receipt of any shares, they will be credited to the director s account and issued on the earlier to occur of the death of the director, the date on which the director ceases to be a director of the company, or a change of control of Sysco.

(2) For fiscal 2011, the Board, upon the recommendation of the Corporate Governance and Nominating Committee, determined that it would grant approximately $160,000 in long-term incentives to each of the non-employee directors. Therefore, on November 11, 2010, the Board granted each of the non-employee directors 5,543 shares of restricted stock valued at $28.87 per share, the closing price of Sysco common stock on the New York Stock Exchange on November 10, 2010. These awards were granted under the 2009 Non-Employee Directors Stock

Plan and vest ratably over three years on the anniversary of the grant date. The amounts in this column reflect the grant date fair value of the awards computed in accordance with ASC 718, Compensation Stock Compensation . See Note 15 of the consolidated financial statements in Sysco s Annual Report for the year ended July 2, 2011 regarding assumptions underlying valuation of equity awards.

The amounts in this column also reflect the grant date fair value of awards computed in accordance with ASC 718, Compensation Stock Compensation with respect to a 50% stock match for directors who elect to receive a portion of their annual retainer fee in common stock. The value of any elected shares is included in the column entitled Fees Earned or Paid in Cash as described in footnote (1) above. See Directors Stock Plans above for a more detailed description. Although we credit shares to a director s account each quarter, the shares are not actually issued until the end of the calendar year unless the director s service as a member of the Board of Directors terminates. The number of additional shares actually credited to each non-employee director s account during fiscal 2011 is as follows: 853 shares for each of Mr. Cassaday, Dr. Craven, Mr. Fernandez, Mr. Golden, Mr. Hafner, Dr. Koerber, Ms. Newcomb, Mrs. Sewell, Mr. Tilghman and Ms. Ward; and 426 shares for Mr. Glasscock.

Directors may choose to defer receipt of the restricted stock and the matched shares described in this footnote under the Sysco Corporation 2009 Board of Directors Stock Deferral Plan. The number of shares of restricted stock and matched shares deferred by each non-employee director during fiscal 2011 (which are included in the additional shares described above) was as follows: Dr. Craven, Mr. Fernandez and Ms. Ward 853 shares, Mr. Glasscock 426 shares and Mrs. Sewell 427 shares. To the extent cash dividends are paid on our common stock, non-employee directors also receive the equivalent amount of the cash dividend credited to their account with respect to all deferred restricted stock awards and all matched shares that are deferred. If the director has chosen to defer the receipt of any shares, they will be credited to the director s account and issued on the earlier to occur of the death of the director, the date on which the director ceases to be a director of the company, or a change of control of Sysco.

(3) The aggregate number of options and unvested stock awards held by each non-employee director as of July 2, 2011 was as follows:

	Aggregate Unvested Stock Awards Outstanding as of July 2, 2011	**Aggregate Options Outstanding as of July 2, 2011**
Cassaday	11,565	15,000
Craven	11,565	31,000
Fernandez	11,565	3,500
Glasscock	5,543	
Golden	11,565	39,000
Hafner	11,565	23,000
Koerber	11,565	
Newcomb	11,565	3,500
Sewell	11,565	39,000
Tilghman	11,565	31,000
Ward	11,565	39,000

All of the options shown in the table above are fully vested.

(4) None of the non-employee directors received option grants during fiscal 2011.

(5) We do not provide a pension plan for the non-employee directors. The amounts shown in this column represent above-market earnings on amounts deferred under the Non-Employee Director Deferred Compensation Plan. Directors who do not have any amounts in this column were not eligible to participate in such plan, did not participate in such plan or did not have any above-market earnings.

(6) The amount shown for Dr. Koerber reflects the reimbursements for spousal travel, as well as amounts paid for spousal meals and entertainment at business events. Except for Dr. Koerber, the total value of all perquisites and personal benefits received by each of the other non-employee directors with respect to fiscal 2011, including reimbursements for spousal airfare and meals associated with certain Board meetings, was less than $10,000.

Mr. DeLaney did not receive any compensation in or for fiscal 2011 for Board service other than the compensation for services as an employee that is disclosed elsewhere in this proxy statement.

Stock Ownership Guidelines

The Corporate Governance Guidelines provide that after five years of service as a non-employee director, such individuals are expected to continuously own a minimum of 16,500 shares of Sysco common stock. All of the current directors with at least five years of service beneficially held the requisite number of shares as of August 30, 2011. Stock ownership guidelines applicable to executive officers are described under Stock Ownership Stock Ownership Guidelines.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has met and held discussions with management and the independent public accountants regarding Sysco s audited consolidated financial statements for the year ending July 2, 2011. Management represented to the Audit Committee that Sysco s consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the audited consolidated financial statements with management and the independent public accountants. The Audit Committee also discussed with the independent public accountants the matters required to be discussed by Statement on Auditing Standards No. 61(Codification of Statements on Auditing Standards, AU Sec. 380), as modified or supplemented. Sysco s independent public accountants provided to the Audit Committee the written disclosures and the letter required by Public Company Accounting Oversight Board Rule 3526, Communication with

Audit Committees Concerning Independence , as modified or supplemented, and the Audit Committee discussed with the independent public accountants that firm s independence.

Based on the Audit Committee s discussion with management and the independent public accountants and the Audit Committee s review of the representations of management and the report of the independent public accountants, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Sysco s Annual Report on Form 10-K for the year ended July 2, 2011 for filing with the Securities and Exchange Commission.

AUDIT COMMITTEE

Joseph A. Hafner, Jr.
Hans-Joachim Koerber
Nancy S. Newcomb
Richard G. Tilghman, Chairman

Fees Paid to Independent Registered Public Accounting Firm

The following table presents fees billed for professional audit services rendered by Ernst & Young LLP for the audit of Sysco s annual financial statements for fiscal 2011 and 2010, as well as other services rendered by Ernst & Young LLP during those periods:

	Fiscal 2011	**Fiscal 2010**
Audit Fees(1)	$ 3,817,150	$ 3,631,500
Audit-Related Fees(2)	552,211	161,200
Tax Fees(3)	3,583,000	3,676,355
All Other Fees		

(1) Audit fees for fiscal 2011 included $3,645,000 related to the audit and quarterly reviews of the consolidated financial statements (including an audit of the effectiveness of the company s internal control over financial reporting), $92,150 related to assistance with and review of documents filed with the SEC and $80,000 related to a statutory audit. Audit fees for fiscal 2010 included $3,529,000 related to the audit and quarterly reviews of the consolidated financial statements (including an audit of the effectiveness of the company s internal control over financial reporting), $22,500 related to assistance with and review of documents filed with the SEC and $80,000 related to a statutory audit.

(2) Audit-related fees for fiscal 2011 included $113,800 related to the audit of the company s benefit plans and $438,411 for other audit-related services. Audit-related fees for fiscal 2010 included $111,700 related to the audit of the company s benefit plans and $49,500 for other audit-related services.

(3) Tax fees for fiscal 2011 included $2,266,500 related to local, state, provincial and federal income tax return preparation, $253,000 related to various tax examinations, $542,000 related to assistance with transfer pricing agreements, $185,000 related to various state tax matters, $175,000 related to assistance with tax planning transactions and $161,500 for other tax related services. Tax fees for fiscal 2010 included $2,253,725 related to local, state, provincial and federal income tax return preparation, $299,293 related to various tax examinations, $528,047 related to assistance with transfer pricing agreements, $592,290 related to various state tax matters and

$3,000 for other tax related services.

Pre-Approval Policy

In February 2003, the Audit Committee adopted a formal policy concerning approval of audit and non-audit services to be provided by the independent auditor to the company. The policy requires that all services, including audit services and permissible audit related, tax and non-audit services, to be provided by Ernst & Young LLP to the company, be pre-approved by the Audit Committee. **All of the services performed by Ernst & Young in or with respect to fiscal 2011 and fiscal 2010 were approved in advance by the Audit Committee pursuant to the foregoing pre-approval policy and procedures.** During fiscal 2011, Ernst & Young did not provide any services prohibited under the Sarbanes-Oxley Act of 2002.

APPROVAL OF THE COMPENSATION PAID TO SYSCO S NAMED EXECUTIVE OFFICERS ITEM NO. 2 ON THE PROXY CARD

Pursuant to recent legislation and related SEC rules, many public companies, including Sysco, are required to provide stockholders with a non-binding vote to approve the compensation paid to our named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion. This vote is commonly referred to as a Say on Pay vote because it gives stockholders a direct opportunity to express their approval or disapproval to the company regarding its pay practices.

As discussed in detail in the Compensation Discussion and Analysis, our executive compensation programs are designed to attract, retain and motivate highly talented individuals who are committed to Sysco s vision and strategy. We strive to link executives pay to their performance and their advancement of Sysco s overall performance and business strategies, while also aligning the executives interests with those of stockholders and encouraging high-performing executives to remain with Sysco over the course of their careers. We believe that the amount of compensation for each named executive officer reflects extensive management experience, continued high performance and exceptional service to Sysco and our stockholders.

We invite you to consider the details of our executive compensation as disclosed more fully throughout this proxy statement, but highlight the following points to illustrate our belief that the long-term interests of our executives are adequately aligned with the long-term interests of our stockholders:

Emphasis on Pay for Performance Sysco has historically paid base salaries from below the 25th percentile to the 50th percentile of similar positions in Sysco s compensation peer group, while placing significant portions of executive pay at risk through short-term and long-term incentives. Significantly, this emphasis on performance-based variable compensation has sometimes resulted in the loss of one or more substantial components of the named executive officers target annual compensation. For example, in fiscal 2009, the named executive officers for that year did not earn a MIP bonus because the company s diluted earnings per share decreased 2.2% compared to the prior year, which did not satisfy the minimum criteria of a 4% increase. Similarly, in fiscal 2006, the five highest paid executive officers did not earn a MIP bonus because the company did not satisfy the necessary performance criteria. While the performance criteria for the fiscal 2011 MIP bonus were not met, Sysco s named executive officers earned a discretionary performance-based bonus for fiscal 2011, based on Sysco satisfying certain financial performance criteria and the CEO achieving certain non-financial performance goals. The basis for these bonuses is discussed in detail at Compensation Discussion and Analysis Annual Bonuses. We believe these discretionary bonuses for fiscal 2011 are in keeping with our goal of rewarding performance that benefits the long-term interests of stockholders. In particular, if not for management s decision to incur the MEPP-related charges in fiscal 2011, which the Committee believes will benefit Sysco and its stockholders in the years to come, the named executive officers would have earned MIP bonuses for fiscal 2011.

The following table shows the percentage of each named executive officer s total cash compensation for the past two fiscal years that was based only on company or personal or group performance. Cash compensation in each year includes base salary, the MIP bonus, the fiscal 2011 discretionary performance-based bonus, and payments related to our cash performance unit grants, as further described in footnotes (1) and (4) of the Summary Compensation Table.

Pay For Performance Percentage of Cash Compensation Based on Company or Personal or Group Performance

	Total Cash Compensation for Fiscal 2010	Percentage of Total Cash Compensation Based Only on Company or Personal or Group Performance for Fiscal 2010	Total Cash Compensation for Fiscal 2011	Percentage of Total Cash Compensation Based Only on Company or Personal or Group Performance for Fiscal 2011
William J. DeLaney	$ 2,438,230	67.2%	$ 1,686,000	40.7%
Robert C. Kreidler	1,138,766	66.7%	892,500	41.2%
Michael W. Green	1,496,641	67.0%	935,000	41.2%
Larry G. Pulliam	1,661,030	68.0%	935,000	41.2%
James D. Hope	n/a(1)	n/a(1)	850,000	41.2%

(1) Compensation for Mr. Hope is provided only for fiscal 2011 because he was not a named executive officer in fiscal 2010.

Emphasis on Stock-Based Incentive Compensation A significant portion of each named executive officer s full compensation is in the form of stock option grants and restricted stock unit grants, the value of which is directly linked to increases in the company s stock price over the long-term. Our option grants to executives generally vest one-fifth per year

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beginning on the first anniversary of the grant date. The exercise prices of our options are always set at or above the grant date fair value, so that they only have realizable value to the executive if Sysco s stock price increases. Our restricted stock unit grants to executives generally vest one-third per year beginning on the first anniversary of the grant date.

The following table shows the percentage of total compensation awarded as equity compensation for the past two fiscal years. Please see footnotes (2) and (3) of the Summary Compensation Table for further description of the equity awards and calculation of values presented in the table below.

	Total Equity Compensation for Fiscal 2010	Percentage of Total Compensation Awarded as Equity Compensation for Fiscal 2010	Total Equity Compensation for Fiscal 2011	Percentage of Total Compensation Awarded as Equity Compensation for Fiscal 2011
William J. DeLaney	$ 2,769,609	46.7%	$ 3,240,071	56.6%
Robert C. Kreidler	1,371,635(1)	51.9%(1)	1,022,369	38.9%
Michael W. Green	1,050,808	30.0%	1,069,541	39.7%
Larry G. Pulliam	1,128,289	26.2%	1,069,541	34.2%
James D. Hope	n/a(2)	n/a(2)	812,183	38.5%

(1) Mr. Kreidler joined Sysco in October 2009 received a pro-rated bonus as a MIP participant for fiscal 2010. He also received a special sign-on grant of options to purchase 75,000 shares and 5,000 RSUs.

(2) Compensation for Mr. Hope is provided only for fiscal 2011 because he was not a named executive officer in fiscal 2010.

Reasonable Total Direct Compensation We believe the total direct compensation paid to our named executive officers is reasonable in comparison to the compensation paid to the named executive officers of our peers. The total direct compensation paid to our named executive officers is calculated as total cash compensation plus the value of stock options, RSUs and CPU grants. Actual total direct compensation for fiscal 2011 for each of our named executive officers represented the following percentage relative to the median peer group information: Mr. DeLaney 33%, Mr. Kreidler 15%, Mr. Green 15%, Mr. Pulliam 15% and Mr. Hope 1%.

Recent Enhancement of Compensation Policies We have taken proactive steps in recent years to adjust and refine our compensation policies so that they continue to reflect stockholder priorities. For example,

- In May 2011, the Compensation Committee closed the SERP to all new participants;
- In 2009, the Compensation Committee adopted a clawback policy. In the event we are required to restate our financial statements, other than as a result of an accounting change, we will recover MIP annual bonus payments and CPU three-year incentive-based compensation from all MIP participants;
- As of February 2010, Sysco no longer has an employment or change of control agreement with any of its executive officers;

The fiscal 2011 bonus program was modified from the fiscal 2010 bonus program so that (i) target payout levels declined from 200% of base salary to 150% of base salary, and maximum possible payout levels declined from 330% of base salary to 250% of base salary, and (ii) 20% of the CEO s total annual fiscal 2011 bonus was subject to achievement of non-financial performance goals that we believe are directly related to the long-term health of the company;

In fiscal 2011, a revised relocation policy was implemented for our named executive officers which reduced benefits and added a clawback feature to any relocation reimbursements;

The Committee currently intends to change the CPU performance criteria to a three fiscal year total shareholder return measure as compared to the total shareholder return of the S&P 500 over the same period; and

In August 2012, the Compensation Committee adopted increased stock ownership requirements for Executive Vice Presidents and reduced the number of years in which executive officers must meet such requirements.

Regardless of the outcome of this Say on Pay vote, Sysco welcomes input from its stockholders regarding executive compensation and other matters related to the company s success generally. We believe in a corporate governance structure that is responsive to stockholder concerns and we view this vote as a meaningful opportunity to gauge stockholder approval of our executive compensation policies. Given the information provided above and elsewhere in this proxy statement, the Board of Directors asks you to approve the following advisory resolution:

Resolved, that Sysco s stockholders approve, on an advisory basis, the compensation paid to Sysco s named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

Required Vote

The advisory votes cast for this proposal must exceed the votes cast against it in order for it to be approved. Accordingly, abstentions and broker non-votes will not be relevant to the outcome.

The Board of Directors recommends a vote FOR the approval of the compensation paid to Sysco s Named Executive Officers.

RECOMMENDATION REGARDING THE FREQUENCY WITH WHICH SYSCO WILL CONDUCT STOCKHOLDER ADVISORY VOTES ON EXECUTIVE COMPENSATION ITEM NO. 3 ON THE PROXY CARD

Pursuant to recent legislation and related SEC rules regarding the Say on Pay vote described under Proxy Item #2, many public companies, including Sysco, are required to provide stockholders this year with a non-binding vote regarding the frequency with which we will conduct future stockholder advisory votes on executive compensation. Stockholders have a choice of recommending that these Say on Pay votes be conducted once every one, two or three years. We believe that a Say on Pay vote will be most effective as a communication tool for our stockholders if it is conducted on an annual basis and, thus, recommend that you vote for Sysco to conduct an annual stockholder advisory vote on executive compensation at our annual meetings.

We believe that a Say on Pay vote provides a meaningful way for stockholders to communicate with a company regarding their approval or disapproval of executive pay practices. However, the vote is only effective if it is part of an ongoing regular dialogue between a company and its stockholders. Because the nature of this type of stockholder feedback requires that votes cast will only be For or Against our executive compensation in a general sense, our Board of Directors and management will need to draw inferences from the vote as to what our stockholders most approve and/or disapprove of with respect to our pay practices. Were the vote to occur only once every two or three years, it may prove difficult to make use of the voting results to draw meaningful conclusions. A high percentage of Against votes could rightly be interpreted to have been cast with respect to various actions in different years. In the alternative, if the Say on Pay vote is conducted annually, it may become a more powerful tool, as we will be able to trace not only whether the vote gains 50% approval, but also fluctuations in our For and Against votes from year to year.

While we hope that the advisory Say on Pay vote will become a useful communication tool for our stockholders, we believe that the vote will only be effective to the extent it fosters continued and specific dialogue between our company and our stockholders. We recommend that you vote for the following advisory resolution on the frequency of the executive compensation vote and invite you into continued discussion with us regarding executive compensation generally.

Resolved, that Sysco s stockholders recommend an annual stockholder vote on the compensation paid to Sysco s named executive officers, as disclosed in the annual proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

Required Vote

The outcome of this advisory vote will be determined by a plurality of votes cast by the holders of shares entitled to vote in the election. Accordingly, abstentions and broker non-votes will not be relevant to the outcome. Stockholders may choose an annual, biennial or triennial frequency, i.e., every year, every two years or every three years, or they may abstain. The frequency option that receives the most votes will be deemed the option chosen by the advisory vote.

The Board of Directors recommends a vote for ANNUAL stockholder advisory votes on executive compensation

PROPOSAL TO APPROVE AN AMENDMENT TO SYSCO S BYLAWS TO IMPLEMENT A STAGGERED DECLASSIFICATION OF THE BOARD OF DIRECTORS OVER A THREE-YEAR PERIOD BEGINNING WITH THE 2012 ANNUAL MEETING
ITEM NO. 4 ON THE PROXY CARD

The Board of Directors recommends that Sysco s stockholders approve a resolution amending Sysco s Bylaws to provide for a phased-in declassification of the Board of Directors. Following a series of correspondence and discussions between Sysco and its stockholders beginning in September 2008, Sysco s Board included in Sysco s 2010 proxy statement its commitment to include a declassification proposal in Sysco s 2011 proxy statement. The discussion in the 2010 proxy statement included the facts that:

- It was the Board s current intention to support the proposal; and
- The Board s expectation was that the proposal, if approved by stockholders, would implement a staggered declassification over a three-year period beginning with the 2012 Annual Meeting.

The Corporate Governance and Nominating Committee of Sysco s Board of Directors, which is composed entirely of independent directors, regularly considers and evaluates a broad range of corporate governance issues affecting Sysco, including whether to maintain Sysco s classified Board structure. While the Board believes that the classified Board structure has promoted continuity and stability and encouraged a long-term perspective on the part of directors, it recognizes the growing sentiment of Sysco s stockholders and a number of institutional investor groups in support of the annual election of directors. In light of stockholder sentiment and corporate governance trends, Sysco s Board has determined that it is in the best interests of Sysco and its stockholders to eliminate Sysco s current classified Board structure.

Sysco s Bylaws currently provide that the Board of Directors must be divided into three classes, as nearly equal in number as possible, with the members of each class serving three-year terms. If the proposed amendments are approved, current directors, including the directors elected to three-year terms at this year s Annual Meeting, and any replacement for any such director, will continue to serve the remainder of their elected three-year terms. Declassification would be phased in as set forth below:

DATE	ACTION	INDIVIDUALS CURRENTLY SERVING IN RELEVANT DIRECTOR CLASS(ES)
November 2011	Individuals nominated as **Class I directors** stand for election for the last <u>three-year term</u>	Class I directors are currently Messrs. DeLaney and Tilghman, Dr. Craven and Mrs. Sewell, who is not standing for re-election at this year s annual meeting. Mr. Glasscock is currently a Class II director, but is being nominated as a Class I director for election at the 2011 Annual Meeting.
November 2012	Individuals nominated as **Class II directors** (whose terms expire at the November 2012 meeting) stand for election for the first <u>one-year term</u>	Class II directors are currently Messrs. Glasscock, Golden and Hafner, and Ms. Newcomb. Mr. Glasscock is currently a Class II director, but is being nominated as a Class I director for election at the 2011 Annual Meeting.
November 2013		

	Individuals nominated as **Class II directors** (nominees previously elected for a one-year term at the 2012 meeting or individuals newly designated as nominees) **and** individuals nominated as **Class III directors** (whose terms expire at the November 2013 meeting) stand for election for a <u>one-year term</u>	Class II directors are currently Messrs. Glasscock, Golden and Hafner, and Ms. Newcomb. Mr. Glasscock is currently a Class II director, but is being nominated as a Class I director for election at the 2011 Annual Meeting. Class III directors are currently Messrs. Cassaday, Fernandez and Koerber, and Ms. Ward
November 2014	**<u>All three classes</u> of directors** stand for election for <u>one-year terms</u>	

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Beginning with the 2014 Annual Meeting of Stockholders, and at each Annual Meeting thereafter, all directors would be elected annually.

A proposed stockholder resolution and Bylaw amendment effecting the declassification and making corresponding clarifying changes is attached as Annex A to this Proxy Statement. The affirmative vote of a majority of the outstanding shares of Sysco s Common Stock is required for approval of the proposed amendment. If approved, the amendment to the Company s Bylaws would be effective immediately, subject to the phase-in as described above.

Required Vote

The affirmative vote of the holders of a majority of the shares outstanding and entitled to vote is required for approval of this proposal. Accordingly, broker non-votes and abstentions will count as votes against this proposal.

The Board of Directors recommends a vote FOR the approval of the resolutions and the amendment to Sysco s Bylaws set forth in Annex A to implement a staggered declassification of the Board of Directors over a three-year period beginning with the election of the Class II directors for a one-year term at Sysco s 2012 Annual Meeting of Stockholders

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PROPOSAL TO RATIFY APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ITEM NO. 5 ON THE PROXY CARD

The Audit Committee of the Board has appointed Ernst & Young LLP as Sysco s independent registered public accounting firm for fiscal 2012. Ernst & Young LLP has served as the company s independent public registered public accounting firm providing auditing, financial and tax services since their engagement in fiscal 2002. In determining to appoint Ernst & Young, the Audit Committee carefully considered Ernst & Young s past performance for the company, its independence with respect to the services to be performed and its general reputation for adherence to professional auditing standards.

Although the company is not required to seek ratification, the Audit Committee and the Board believe it is sound corporate governance to do so. If stockholders do not ratify the appointment of Ernst & Young, the current appointment will stand, but the Audit Committee will consider the stockholders action in determining whether to appoint Ernst & Young as the company s independent registered public accounting firm for fiscal 2013.

Representatives of Ernst & Young LLP will be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. They will also be available to respond to appropriate questions.

The Board of Directors recommends a vote FOR the ratification of the appointment of the independent registered public accounting firm for fiscal 2012.

STOCKHOLDER PROPOSALS

Presenting Business

If you would like to present a proposal under Rule 14a-8 of the Securities Exchange Act of 1934 at our 2012 Annual Meeting of Stockholders, send the proposal in time for us to receive it no later than June 6, 2012. If the date of our 2012 Annual Meeting is subsequently changed by more than 30 days from the date of this year s Annual Meeting, we will inform you of the change and the date by which we must receive proposals. If you want to present business at our 2012 Annual Meeting outside of the stockholder proposal rules of Rule 14a-8 of the Exchange Act and instead pursuant to Article I, Section 8 of the company s Bylaws, the Corporate Secretary must receive notice of your proposal by August 18, 2012, but not before July 9, 2012, and you must be a stockholder of record on the date you provide notice of your proposal to the company and on the record date for determining stockholders entitled to notice of the meeting and to vote.

Nominating Directors for Election

The Corporate Governance and Nominating Committee will consider any director nominees you recommend in writing for the 2012 Annual Meeting if you submit such written recommendation in conformity with the procedural and informational requirements set forth at Corporate Governance And Board Of Directors Matters Nominating Committee Policies and Procedures in Identifying and Evaluating Potential Director Nominees no later than May 1, 2012. You may also nominate someone yourself at the 2012 Annual Meeting, as long as the Corporate Secretary receives notice of such nomination between July 9, 2012 and August 18, 2012, and you follow the procedures outlined in Article I, Section 7 of the company s Bylaws.

Meeting Date Changes

If the date of next year s Annual Meeting is advanced by more than 30 days prior to or delayed by more than 60 days after the date of this year s Annual Meeting, we will inform you of the change, and we must receive your director nominee notices or your stockholder proposals outside of Rule 14a-8 of the Exchange Act by the latest of 90 days before the Annual Meeting, 10 days after we mail the notice of the changed date of the Annual Meeting or 10 days after we publicly disclose the changed date of the Annual Meeting.

ANNEX A

Proposed Stockholder Resolution
Approving Amendment to Bylaws

RESOLVED, that Sections 2 and 3 of Article II of the Bylaws of Sysco Corporation are hereby amended by deleting such Sections in their entirety and replacing such Sections with the following language:

2. *NUMBER, ELECTION AND TERM*. (a) The Board of Directors shall consist of not less than five nor more than fifteen persons, with the exact number of directors, subject to the rights of the holders of any series of preferred stock to elect directors under specified circumstances, determined from time to time by a majority of the whole board.

(b) Commencing with the Annual Meeting of Stockholders scheduled to be held in calendar year 2012 (the 2012 Annual Meeting), directors, other than those who may be elected by the holders of any series of preferred stock under specified circumstances, shall be elected at each Annual Meeting of Stockholders for a term expiring at the next Annual Meeting of Stockholders following their election, and shall remain in office until their successors shall have been elected and qualified or until their earlier death, resignation, retirement, disqualification or removal; *provided that* each director elected to a three-year term prior to the 2012 Annual Meeting shall continue in office for the remainder of such three-year term, unless his or her term is sooner terminated by death, resignation, retirement, disqualification or removal. Any director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. No decrease in the number of authorized directors shall shorten the term of any incumbent director.

3. *VACANCIES AND NEWLY CREATED DIRECTORSHIPS*. Vacancies and newly created directorships resulting from an increase in the number of directors by action of the Board of Directors may be filled by a majority of the remaining directors then in office, although less than a quorum, or by the stockholders at a meeting called for the purpose of electing directors. Directors who are so chosen shall hold office until the next Annual Meeting of Stockholders and until their successors have been elected and qualified or until their earlier resignation, removal or death; provided that any replacement director chosen to fill a vacancy left by a director who was elected to a three-year term shall continue in office for the remainder of such three-year term, unless his or her term is sooner terminated by death, resignation, retirement, disqualification or removal.

Preliminary Copy

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.
ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.
VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.
VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: ý

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

		For	Against	Abstain
1.	Election of Directors			
1a.	Judith B. Craven, M.D.	o	o	o
1b.	William J. DeLaney	o	o	o
1c.	Larry C. Glasscock	o	o	o
1d.	Richard G. Tilghman	o	o	o

The Board of Directors recommends you vote 1 YEAR on the following proposal:

		1 year	2 years	3 years	Abstain
3	To recommend, by non-binding vote, the frequency with which Sysco will conduct stockholder advisory votes on executive compensation;	o	o	o	o

For Against Abstain

For Against Abstain

The Board of Directors recommends you vote FOR the following proposal:

2 To approve, by non-binding vote, the compensation paid to Sysco s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion; o o o

For address change/comments, mark here. o
(see reverse for instructions)

The Board of Directors recommends you vote FOR proposals 4 and 5.

4 To approve an amendment to Sysco s Bylaws to implement a staggered declassification of the Board of Directors over a three-year period beginning with the election of the Class II directors for a one-year term at Sysco s 2012 Annual Meeting of Stockholders; o o o

5 To ratify the appointment of Ernst & Young LLP as Sysco s independent accountants for fiscal 2012; o o o

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Annual Report, Notice & Proxy Statement is/ are available at www.proxyvote.com.

SYSCO CORPORATION
Annual Meeting of Stockholders
November 16, 2011 10:00 AM
This proxy is solicited on behalf of the Board of Directors

The undersigned hereby consitutes and appoints Manual A. Fernandez and William J. DeLaney, and each of them jointly and severally, proxies, with full power of substitution, to vote all shares of common stock which the undersigned is entitled to vote at the Annual Meeting of Stockholders of SYSCO CORPORATION to be held on Wednesday, November 16, 2011, at 10:00 AM, at The Houstonian Hotel, 111 North Post Oak Lane, Houston, Texas 77024 or any adjournment thereof.

The undersigned acknowledges receipt of the Notice of Annual Meeting and Proxy Statement, each dated October 4, 2011, grants authority to any of said proxies, or their substitutes, to act in the absence of others, with all the powers which the undersigned would possess if personally present at such meeting, and hereby ratifies and confirms all that said proxies, or their substitutes, may lawfully do in the undersigned's name, place and stead. The undersigned instructs said proxies, or any of them, to vote as set forth on the reverse side.

Those proxies signed and returned with no choice indicated will be voted FOR each of the nominees for director and FOR Proposals 2, 4 and 5, and voted 1 Year on Proposal 3, and will be voted in the discretion of the proxy holders on any other matter that may properly come before the meeting and any adjournment or postponement of the Annual Meeting.

Address change/comments:

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side