

SYSCO CORP
Form 4
November 16, 2016

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Grade Joel T.

(Last) (First) (Middle)
1390 ENCLAVE PARKWAY
(Street)

HOUSTON, TX 77077

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYSCO CORP [SYY]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/14/2016 | | M ⁽¹⁾ | | 16,338 | A | \$ 29.96 |
| Common Stock | 11/14/2016 | | S ⁽¹⁾ | | 16,338 | D | \$ 53.49 |
| Common Stock | 11/15/2016 | | M ⁽³⁾ | | 1,100 | A | \$ 29.96 |
| Common Stock | 11/15/2016 | | M ⁽¹⁾ | | 7,790 | A | \$ 27.65 |
| Common Stock | 11/15/2016 | | S ⁽¹⁾ | | 7,790 | D | \$ 53.49 |

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(4)

Common Stock 11/15/2016 F 1,502 D \$ 53.49 44,823.27 D

Common Stock 249.317 I Held in trust for son.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 29.96 | 11/14/2016 | | M ⁽¹⁾ | 16,338 | ⁽⁶⁾ 11/13/2019 | Common Stock | 16,338 |
| Stock Options (Right to buy) | \$ 29.96 | 11/15/2016 | | M ⁽³⁾ | 1,100 | ⁽⁶⁾ 11/13/2019 | Common Stock | 1,100 |
| Stock Options (Right to buy) | \$ 27.65 | 11/15/2016 | | M ⁽¹⁾ | 7,790 | ⁽⁶⁾ 11/14/2018 | Common Stock | 7,790 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grade Joel T.
1390 ENCLAVE PARKWAY

EVP and CFO

HOUSTON, TX 77077

Signatures

/s/ Gerald W. Clanton, attorney
in fact

11/15/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The exercise and sale were effected pursuant to a Rule 10b5-1 trading plan.

The price reported is a weighted average sale price per share of the 16,338 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.84. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(3) The exercise was effected pursuant to a Rule 10b5-1 Plan.

The price reported is a weighted average sale price per share of the 7,790 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$53.36 to \$53.60. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(5) These shares were withheld upon the vesting of restricted stock units to pay tax withholding obligations.

(6) Options are fully exercisable.

(7) Options granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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