

SYNEX CORP  
Form 4/A  
December 12, 2006

**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 \*  
**POLK DENNIS**

(Last) (First) (Middle)  
44201 NOBEL DRIVE  
(Street)

FREMONT, CA 94538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SYNEX CORP [SNX]**

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2006

4. If Amendment, Date Original Filed (Month/Day/Year)  
12/07/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
COO 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 12/05/2006                           |  | M                              | 500   | A \$ 10   | 15,518   | D                                 |
| Common Stock                    | 12/05/2006                           |  | S                              | 500 <sup>(1)</sup>  | D \$ 22.8   | 15,018   | D                                 |
| Common Stock                    | 12/06/2006                           |  | M                              | 1,500   | A \$ 10   | 16,518   | D                                 |
| Common Stock                    | 12/06/2006                           |  | S                              | 500 <sup>(1)</sup>  | D \$ 22.7   | 16,018   | D                                 |
| Common Stock                    | 12/06/2006                           |  | S                              | 500 <sup>(1)</sup>  | D \$ 22.93  | 15,518   | D                                 |

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|              |            |   |                    |   |          |        |   |
|--------------|------------|---|--------------------|---|----------|--------|---|
| Common Stock | 12/06/2006 | S | 500 <sup>(1)</sup> | D | \$ 23    | 15,018 | D |
| Common Stock | 12/06/2006 | M | 500                | A | \$ 12    | 15,518 | D |
| Common Stock | 12/06/2006 | S | 250 <sup>(1)</sup> | D | \$ 23.15 | 15,268 | D |
| Common Stock | 12/06/2006 | S | 250 <sup>(1)</sup> | D | \$ 23.25 | 15,018 | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 10  | 12/05/2006                           |  | M                              | 500   | <sup>(2)</sup> 02/15/2012                                | Common Stock  | 500                           |
| Employee Stock Option (right to buy)       | \$ 10  | 12/06/2006                           |  | M                              | 1,500   | <sup>(3)</sup> 02/15/2012                                | Common Stock  | 1,500                         |
| Employee Stock Option (right to buy)       | \$ 12  | 12/06/2006                           |  | M                              | 500   | <sup>(4)</sup> 08/19/2013                                | Common Stock  | 500                           |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| POLK DENNIS<br>44201 NOBEL DRIVE<br>FREMONT, CA 94538 |               |           | COO and CFO |       |

## Signatures

/s/ Simon Y. Leung,  
Attorney-In-Fact

12/12/2006

\_\_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 sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 26, 2006.
  - (2) This stock option is immediately exercisable as to 12,250 shares and vests as to 1,250 shares monthly.
  - (3) This stock option is immediately exercisable as to 10,750 shares and vests as to 1,250 shares monthly.
  - (4) This stock option is immediately exercisable as to 22,151 shares and vests as to 1,250 shares monthly.

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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