

Day William B.
Form 4
November 14, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Day William B.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2011

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

HOUSTON, TX 77077

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

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/13/2010 | | G | V 2,642 D \$ 0 | 26,398 ⁽¹⁾ | D | |
| Common Stock | 11/10/2011 | | F ⁽²⁾ | 715 D \$ 27.52 | 38,360 ⁽³⁾ | D | |
| Common Stock | 11/11/2011 | | F ⁽⁴⁾ | 909 D \$ 27.57 | 37,451 ⁽⁵⁾ | D | |
| Common Stock | 11/10/2011 | | F ⁽⁶⁾ | 265 D \$ 27.52 | 22,526 ⁽⁷⁾ | I | Spouse |
| Common Stock | 11/11/2011 | | F ⁽⁸⁾ | 750 D \$ 27.57 | 21,776 ⁽⁹⁾ | I | Spouse |

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Day William B. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077 | | | EVP, Merch & Supply Chain Mgt | |

Signatures

/s/Russell T. Libby, attorney-in-fact 11/14/2011

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) Includes 8,100 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (2) Shares withheld for payment of taxes in connection with the vesting of 2,700 restricted stock units granted on November 10, 2009.
- (3) Includes 13,000 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (4) Shares withheld for payment of taxes in connection with the vesting of 3,434 restricted stock units granted on November 11, 2010.
- (5) Includes 9,566 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (6) Shares withheld for payment of taxes in connection with the vesting of 1,000 restricted stock units granted on November 10, 2009.

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- (7) Includes 9,500 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (8) Shares withheld for payment of taxes in connection with the vesting of 2,834 restricted stock units granted on November 11, 2010.
- (9) Includes 6,666 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.

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.