

SYSCO CORP  
Form 4  
June 21, 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)  
06/17/2016

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  | Price  |   |           |   |                        |
| Common Stock                    | 06/17/2016                           |  | M <sup>(1)</sup>               |   | 16,428  | \$ 29.96   | A   | 58,042.46 | D |                        |
| Common Stock                    | 06/17/2016                           |  | S <sup>(1)</sup>               |   | 16,428  | \$ 49.96   | D   | 41,614.46 | D |                        |
| Common Stock                    | 06/20/2016                           |  | M <sup>(2)</sup>               |   | 1,009   | \$ 29.96   | A   | 42,623.46 | D |                        |
| Common Stock                    |                                      |  |                                |   |   |  |   | 247.163   | I | Held in trust for son. |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy)               | \$ 29.96   | 06/17/2016                           |  | M <sup>(1)</sup>               | 16,428  | <sup>(3)</sup> 11/13/2019                                | Common Stock  | 16,428                        |
| Stock Options (Right to buy)               | \$ 29.96   | 06/20/2016                           |  | M <sup>(2)</sup>               | 1,009   | <sup>(3)</sup> 11/13/2019                                | Common Stock  | 1,009                         |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Grade Joel T.<br>1390 ENCLAVE PARKWAY<br>HOUSTON, TX 77077 |               |           | EVP and CFO |       |

## Signatures

/s/ Gerald W. Clanton, attorney  
in fact

06/21/2016

\_\_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.
- (2) The exercise was effected pursuant to a Rule 10b5-1 trading plan.
- (3) Options are fully exercisable.

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

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