

DeLaney William J III  
 Form 4  
 September 20, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 DeLaney William J III

(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)  
 09/18/2017

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)  
 Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 09/18/2017                           |  | M <sup>(1)</sup>               |   | 200,000   | A  | \$ 27.65                          |
| Common Stock                    | 09/18/2017                           |  | S <sup>(1)</sup>               |   | 200,000   | D  | \$ 53.76<br><sup>(2)</sup>        |
| Common Stock                    | 09/19/2017                           |  | M <sup>(1)</sup>               |   | 200,000   | A  | \$ 27.65                          |
| Common Stock                    | 09/19/2017                           |  | S <sup>(1)</sup>               |   | 200,000   | D  | \$ 54.06<br><sup>(3)</sup>        |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Stock Options (Right to buy)               | \$ 27.65   | 09/18/2017                           |  | M(1)                           | 200,000   | (4) 11/14/2018   | Common Stock 200,000  |
| Stock Options (Right to buy)               | \$ 27.65   | 09/19/2017                           |  | M(1)                           | 200,000   | (4) 11/14/2018   | Common Stock 200,000  |

**Reporting Owners**

| Reporting Owner Name / Address                                     | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| DeLaney William J III<br>1390 ENCLAVE PARKWAY<br>HOUSTON, TX 77077 | X Chief Executive Officer        |

**Signatures**

/s/ Gerald R. Clanton, attorney in fact 09/20/2017

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 exercises and sales were effected pursuant to a Rule 10b5-1 trading plan.
- (2) The price reported is a weighted average sale price per share of the 200,000 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$53.42 to \$53.98. 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 ranges set forth in the footnote of this Form 4.

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- The price reported is a weighted average sale price per share of the 200,000 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$53.82 to \$54.18. 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 ranges set forth in the footnote of this Form 4.
- (3) Options are fully exercisable.
  - (4) Options granted by the Compensation Committee of the company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.
  - (5)

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.