

SYSCO CORP
Form 4
October 01, 2015

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 *
Frank Joshua D.

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)
280 PARK AVENUE, 41ST FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 09/30/2015 | | A | 321 ⁽¹⁾ | \$ 38.93 | A | D |
| Common Stock | 09/30/2015 | | A | 160 ⁽²⁾ | \$ 38.93 | A | D |
| Common Stock | | | | | 41,411,938 | I ⁽³⁾ ⁽⁴⁾ | Please see explanation below ⁽³⁾ ⁽⁴⁾ |

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

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number.

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 Beneficially Owned Following Reporting 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 |
| Frank Joshua D. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | X | | | |
| TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | X | | | |

Signatures

Daniel R. Marx, Attorney-in-Fact for Joshua D. Frank 10/01/2015
**Signature of Reporting Person Date

By: Daniel R. Marx, Attorney-in-Fact for Nelson Peltz, member of the general partner of Trian Fund Management, L.P. 10/01/2015
**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) Represents shares elected to be received in lieu of a portion of non-employee director annual cash retainer fees pursuant to 2009 Non-Employee Directors Stock Plan.
- (2) Represents company match equal to 50% of shares described in Footnote 1.
- (3)

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Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P. ("Triam Onshore"), Triam Partners Master Fund, L.P. ("Triam Offshore"), Triam Partners Master Fund (ERISA), L.P. ("Triam ERISA"), Triam Partners Parallel Fund I, L.P. ("Parallel Fund I"), Triam Partners Strategic Investment Fund II, L.P. ("TPSIF II"), Triam Partners Strategic Investment Fund-A, L.P. ("Strategic Fund-A"), Triam Partners Strategic Co-Investment Fund-A, L.P. ("Coinvest Fund-A"), Triam Partners Strategic Investment Fund-N, L.P. ("Strategic Fund-N"), Triam Partners Strategic Investment Fund-D, L.P. ("Strategic Fund-D"), Triam Partners Fund (SUB)-G, L.P. ("Fund G"), Triam Partners Strategic Fund-G II, L.P. ("Strategic Fund-G II"), Triam Partners Strategic Fund G-III, L.P. ("Strategic Fund-G III"), Triam Partners Co-Investment Opportunities Fund, Ltd. ("Co-Investment Fund") and Triam SPV (Sub) XI, L.P. ("SPV XI" and collectively, the "Triam Entities")

- (FN 3, contd.) and as such determines the investment and voting decisions of the Triam Entities with respect to the shares of the Issuer held by them. Mr. Frank is a limited partner of certain affiliates of the Triam Entities and therefore may be deemed to have an indirect interest in the shares which they hold. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Frank is a director of the Issuer.

Remarks:

The shares which are reported on this filing as being indirectly held by Mr. Frank and Triam Management through their relationship are also reported in the filings made by Mr. Peltz and Triam Management, and represent the same shares.

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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