

SYSCO CORP  
Form DEFA14A  
October 07, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**SYSCO CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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***SYSCO CORPORATION***

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held 11/19/08**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

*SYSCO CORPORATION  
1390 ENCLAVE PARKWAY  
HOUSTON, TX 77077-2099*

**Proxy Materials Available**

Notice and Proxy Statement

Annual Report to Stockholders

**HOW TO VIEW MATERIALS VIA THE INTERNET**

**The Notice and Proxy Statement and Annual Report to Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com). Please have the 12 Digit Control Number(s) available to view the materials.**

**HOW TO REQUEST A COPY OF MATERIALS, INCLUDING PROXY CARD**

**If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before 11/5/08 to facilitate timely delivery.**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type: Annual  
Meeting Date: 11/19/08  
Meeting Time: 10:00 a.m. CST  
For holders as of: 09/22/08

**Meeting Location:**

The Houstonian Hotel  
111 North Post Oak Lane  
Houston, TX 77024

**Meeting Directions:**

Meeting directions are available by calling the Houstonian Hotel at 713-680-2626 or 1-800-231-2759.

This Notice of Internet availability of Proxy Materials also serves as notice of the meeting.

**How To Vote**

**Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM).

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.



**Voting items**

**The Board of Directors recommends a vote FOR each of the nominees for director, FOR Proposals 2 and 3 and AGAINST Proposal 4.**

1. To elect as directors the three nominees named in the proxy statement to serve until the Annual Meeting of Stockholders in 2011:  
**Nominees:**
  - 1a. Judith B. Craven
  - 1b. Phyllis S. Sewell
  - 1c. Richard G. Tilghman
2. To approve the material terms of, and the payment of compensation to certain executive officers pursuant to, the 2008 Cash Performance Unit Plan so that the deductibility of such compensation will not be limited by Section 162(m) of the Internal Revenue Code;
3. To ratify the appointment of Ernst & Young LLP as SYSCO's independent accountants for fiscal 2009;
4. To consider a stockholder proposal, if presented at the meeting, requesting that the Board of Directors take the necessary steps to require that all directors stand for election annually; and
5. To transact any other business as may properly be brought before the meeting or any adjournment thereof.