

SYSCO CORP  
Form FWP  
March 12, 2009

Filed Pursuant to Rule 433  
Issuer Free Writing Prospectus dated  
March 12, 2009 Relating to Preliminary Prospectus  
Supplement dated March 12, 2009 to  
Prospectus dated February 19, 2009  
Registration No. 333-157413

**FINAL PRICING TERMS**

**\$250,000,000 5.375% Senior Notes due 2019**

<b>Issuer:</b>	Sysco Corporation
<b>Title of Security:</b>	5.375% Senior Notes due 2019
<b>Size:</b>	\$250,000,000
<b>Maturity Date:</b>	March 17, 2019
<b>Coupon:</b>	5.375%
<b>Interest Payment Dates:</b>	March 17 and September 17, commencing September 17, 2009
<b>Price to Public:</b>	99.321%
<b>Benchmark Treasury:</b>	2.75% due February 15, 2019
<b>Benchmark Treasury Yield:</b>	2.864%
<b>Spread to Benchmark Treasury:</b>	T + 260 bps
<b>Re-offer Yield:</b>	5.464%
<b>Make-Whole Call:</b>	T + 40 bps
<b>Change of Control:</b>	Upon the occurrence of both (i) a change of control of Sysco Corporation and (ii) a downgrade of the notes below an investment grade by two of the three rating agencies named below within a specified period, Sysco Corporation will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.
<b>Expected Settlement Date:</b>	T + 3; March 17, 2009
<b>CUSIP Number:</b>	871829 AM9
<b>Anticipated Ratings:</b>	A1 by Moody's Investors Service, Inc. A+ by Standard & Poor's Ratings Services
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co.

Banc of America Securities LLC

**Co-Managers**

Barclays Capital

Mitsubishi UFJ Securities

TD Securities

Wachovia Securities

BB&T Capital Markets

BNY Capital Markets, Inc.

Comerica Securities

PNC Capital Markets LLC

The Williams Capital Group, L.P.

**\$250,000,000 6.625% Senior Notes due 2039**

**Issuer:** Sysco Corporation

**Title of Security:** 6.625% Senior Notes due 2039

**Size:** \$250,000,000

**Maturity Date:** March 17, 2039

**Coupon:** 6.625%

**Interest Payment Dates:** March 17 and September 17, commencing September 17, 2009

**Price to Public:** 98.061%

**Benchmark Treasury:** 4.5% due May 15, 2038

**Benchmark Treasury Yield:** 3.627%

**Spread to Benchmark Treasury:** T + 315 bps

**Re-offer Yield:** 6.777%

**Make-Whole Call:** T + 50 bps

**Change of Control:** Upon the occurrence of both (i) a change of control of Sysco Corporation and (ii) a downgrade of the notes below an investment grade by two of the three rating agencies named below within a specified period, Sysco Corporation will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

**Expected Settlement Date:** T + 3; March 17, 2009

**CUSIP Number:** 871829 AN7

**Anticipated Ratings:** A1 by Moody's Investors Service, Inc.  
A+ by Standard & Poor's Ratings Services

**Joint Book-Running Managers:** Goldman, Sachs & Co.  
Banc of America Securities LLC

**Co-Managers** Barclays Capital  
Mitsubishi UFJ Securities  
TD Securities  
Wachovia Securities  
BB&T Capital Markets  
BNY Capital Markets, Inc.

Comerica Securities  
PNC Capital Markets LLC  
The Williams Capital Group, L.P.

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll free at 1-866-471-2526 or Banc of America Securities LLC toll-free at 1-800-294-1322.**

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