

# SYKES ENTERPRISES INC

Reported by  
**ROCKTOFF WILLIAM**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/04/06 for the Period Ending 03/31/06

Address	400 NORTH ASHLEY DRIVE TAMPA, FL 33602
Telephone	8132741000
CIK	0001010612
Symbol	SYKE
SIC Code	7373 - Computer Integrated Systems Design
Industry	Computer Networks
Sector	Technology
Fiscal Year	12/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Rocktoff William</b>  (Last) (First) (Middle)  <b>400 N ASHLEY DRIVE, SUITE 2800</b>  (Street)  <b>TAMPA, FL 33602</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SYKES ENTERPRISES INC</b> <b>[ SYKE ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>Officer</b> (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Treasurer &amp; Controller</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/31/2006</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$20.675					8/18/1998	8/18/2007	Common Stock	4000		4000	D (1)	
Option (right to buy)	\$21.7					5/6/2000	5/6/2009	Common Stock	11338		11338	D (2)	
Option (right to buy)	\$21.7					5/6/2000	5/6/2009	Common Stock	662		662	D (3)	
Option (right to buy)	\$4.05					10/19/2001	10/17/2010	Common Stock	10000		10000	D (4)	
Option (right to buy)	\$9.05					3/18/2003	3/18/2012	Common Stock	15000		15000	D (5)	
Option (right to buy)	\$9.05					3/18/2003	3/18/2012	Common Stock	17000		17000	D (6)	
Phantom Stock	(7)					(8)	(8)	Common Stock	108		108	D	
Phantom Stock	(7)					(8)	(8)	Common Stock	111		111	D	
Phantom Stock	(7)	3/31/2006		A	171	(8)	(8)	Common Stock	171	\$14.18	171	D	

**Explanation of Responses:**

- (1) Grant of stock options to the reporting person pursuant to the Company's 1996 Employee Stock Option Plan, which vests in three equal annual installments on August 18, 1998, 1999, and 2000.
- (2) Grant of stock options to the reporting person pursuant to the Company's 1996 Employee Stock Option Plan, which vests in three equal annual installments on May 6, 2000, 2001, and 2002.
- (3) Grant of stock options to the reporting person pursuant to the Company's 1996 Employee Stock Option Plan, which vests in one year from Grant Date.
- (4) Grant of stock options to the reporting person pursuant to the Company's 2000 Employee Stock Option Plan, which vests in one year from Grant Date.
- (5) Grant of stock options to the reporting person pursuant to the Company's 2001 Employee Stock Option Plan, which vests in four equal annual installments on March 18, 2003, 2004, 2005, and 2006.
- (6) Grant of stock options to the reporting person pursuant to the Company's 2001 Employee Stock Option Plan, which vests on March 18, 2006.
- (7) 1-for-1
- (8) The shares of phantom stock become payable, in cash or common stock, at the election of the reporting person and pursuant to the terms and conditions set forth in the Company's 2005 Deferred Contribution Plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Rocktoff William 400 N ASHLEY DRIVE SUITE 2800 TAMPA, FL 33602</b>			<b>Treasurer &amp; Controller</b>	

**Signatures**

/s/ Martin A. Traber as Attorney-in-Fact for William Rocktoff

4/4/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

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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