

# SYKES ENTERPRISES INC

Reported by  
**NELSON JENNA**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 06/29/12

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

**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>Nelson Jenna</b>  <small>(Last) (First) (Middle)</small>  <b>400 NORTH ASHLEY DRIVE, SUITE 2800</b>  <small>(Street)</small>  <b>TAMPA, FL 33602</b>  <small>(City) (State) (Zip)</small>	<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"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Executive Vice President</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/29/2012</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> <small>(MM/DD/YYYY)</small>		

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

1. Title of Security <small>(Instr. 3)</small>	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code <small>(Instr. 8)</small>		4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <small>(Instr. 3 and 4)</small>	6. Ownership Form: Direct (D) or Indirect (I) <small>(Instr. 4)</small>	7. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small>
			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 <small>(Instr. 3)</small>	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code <small>(Instr. 8)</small>		5. Number of Derivative Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security <small>(Instr. 3 and 4)</small>		8. Price of Derivative Security <small>(Instr. 5)</small>	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) <small>(Instr. 4)</small>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <small>(Instr. 4)</small>	11. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small>
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(1)	6/29/2012		A		180	(2)	(3)	(4)	Common Stock	180	\$15.92	235	D	
Restricted Stock	\$15.33							(5)	(6)	Common Stock	4431		4431	D	
Restricted Stock	\$17.87							(7)	(7)	Common Stock	4656		4656	D	
Restricted Stock	\$23.70							(8)	(8)	Common Stock	5003		5003	D	

**Explanation of Responses:**

- (1) 1-for-1
- (2) The shares of phantom stock become payable, in common stock, pursuant to the terms and conditions set forth in the Issuer's 1998 Deferred Compensation Plan, as amended.
- (3) The shares of phantom stock become payable, in common stock, pursuant to the terms and conditions set forth in the Issuer's 1998 Deferred Compensation Plan, as amended.
- (4) The shares of phantom stock become payable, in common stock, pursuant to the terms and conditions set forth in the Issuer's 1998 Deferred Compensation Plan, as amended.

- (5) The Restricted Stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan subject to specific performance criteria. The performance criteria has been satisfied and the shares have fully vested.
- (6) The Restricted Stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan subject to specific performance criteria. The performance criteria has been satisfied and the shares have fully vested.
- (7) The restricted stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan and vesting is subject to previously established specific performance criteria through March 16, 2011.
- (8) The restricted stock was granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan and vesting is subject to previously established specific performance criteria through December 31, 2009. The performance criteria have been satisfied and the shares are fully vested.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Nelson Jenna 400 NORTH ASHLEY DRIVE SUITE 2800 TAMPA, FL 33602</b>			<b>Executive Vice President</b>	

**Signatures**

/s/ James T. Holder as attorney-in-fact for Jenna Nelson

7/3/2012

\*\* 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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