

# SYKES ENTERPRISES INC

Reported by  
**MACDONALD IAIN A**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/22/12 for the Period Ending 02/20/12

|             |   |
|-------------|---|
| Address     | 400 NORTH ASHLEY DRIVE<br>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

|   |         |          |  |  |  |  |  |  |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |  |
| MACDONALD IAIN A                          |         |          | SYKES ENTERPRISES INC<br>[ SYKE ]                  |  |  | <input checked="" type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)       |  |  |  |  |  |
|   |         |          | 2/20/2012  |  |  |  |  |  |
| 7 HERMITAGE GARDENS, EDINBURGH, X0        |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY)  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| (Street)                                  |         |          |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| EH106DL                                   |         |          |  |  |  |  |  |  |
| (City)                                    |         |          | (State)  |  |  | (Zip)  |  |  |

**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) | Price |   |  |   |  |
| Common Stock                    | 2/20/2012      |                                   | A                         |   | 258   | (1)        | A     | \$17.42   | 20659  | 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) |
|--|--|----------------|-----------------------------------|---------------------------|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
|  |  |                |                                   |                           | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |
|  |  |                |                                   |                           |  |     |   |                 |   |                            |  |   |  |  |

**Explanation of Responses:**

(1) Grant of common stock to the reporting person pursuant to the Company's Amended 2004 Non-Employee Director Fee Plan.

**Reporting Owners**

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MACDONALD IAIN A<br>7 HERMITAGE GARDENS<br>EDINBURGH, X0<br>EH106DL | X             |           |         |       |

**Signatures**

/s/ James T. Holder as attorney-in-fact for Iain Macdonald

2/22/2012

\*\* 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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