

# SYKES ENTERPRISES INC

Reported by  
**NELSON JENNA**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/03/12 for the Period Ending 10/01/12

|             |   |
|-------------|---|
| 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

**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  
or Section 30(h) of the Investment Company Act of 1940

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Nelson Jenna</b><br><br>(Last) (First) (Middle)<br><br><b>400 NORTH ASHLEY DRIVE, SUITE 2800</b><br><br>(Street)<br><br><b>TAMPA, FL 33602</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>SYKES ENTERPRISES INC</b><br><b>[ SYKE ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>Executive Vice President</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>10/1/2012</b></p>   |   | <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed</b><br>(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) | Price |   |  |   |

**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) |       |
|--|--|----------------|-----------------------------------|---------------------------|--|---------|---|-----|---|-----------------|--|---|--|--|-------|
|  |  |                |                                   |                           | Code   | V       | (A)                                     | (D) | Date Exercisable  | Expiration Date |  |   |  |  | Title |
| Phantom Stock                            | (1)  | 10/1/2012      |                                   | A                         |  | 213 (2) |   | (3) | (3)   | Common Stock    | 213  | \$13.44   | 448  | D  |       |
| Restricted Stock                         | \$15.33  |                |                                   |                           |  |         |   | (4) | (5)   | Common Stock    | 4431                                       |   | 4431   | D  |       |
| Restricted Stock                         | \$17.87  |                |                                   |                           |  |         |   | (6) | (6)   | Common Stock    | 4656                                       |   | 4656   | D  |       |
| Restricted Stock                         | \$23.70  |                |                                   |                           |  |         |   | (7) | (7)   | Common Stock    | 5003                                       |   | 5003   | D  |       |

**Explanation of Responses:**

- (1) 1-for-1
- (2) The shares of phantom stock become payable, pursuant to the terms and conditions set forth in the Company's 2005 Deferred Contribution Plan.
- (3) 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.
- (4) 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.
- (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 and vesting is subject to previously established specific performance criteria through March 16, 2011.
- (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 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<br/>400 NORTH ASHLEY DRIVE<br/>SUITE 2800<br/>TAMPA, FL 33602</b> |               |           | <b>Executive Vice President</b> |       |

**Signatures**

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

10/3/2012

\*\* 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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