

# SYKES ENTERPRISES INC

Reported by  
**ZINGALE LAWRENCE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/12/13 for the Period Ending 11/06/13

|             |   |
|-------------|---|
| 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>ZINGALE LAWRENCE</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>11/6/2013</b></p>   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><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 (MM/DD/YYYY)</b><br><br>  |   |   |

**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                    | 11/6/2013      |                                   | M                         |   | 9572  | A          | \$15.21 | 42177   | D  |   |
| Common Stock                    | 11/6/2013      |                                   | D                         |   | 7179  | D          | \$20.28 | 34998   | D  |   |
| Common Stock                    | 11/6/2013      |                                   | F                         |   | 655   | D          | \$20.28 | 34343   | 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) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|---|--|--|
|  |  |                |                                   | Code                      | V |  | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |
| Stock Appreciation Rights                | \$15.21  | 11/6/2013      |                                   | M                         |   | 9572   | (1)                                     | (2)             | Common Stock  | 9572                       | \$0  | 85156   | D  |  |
| Restricted Stock                         | (3)  |                |                                   |                           |   |  | (4)                                     | (2)             | Common Stock  | 123765                     |  | 123765  | D  |  |
| Phantom Stock                            | (3)  |                |                                   |                           |   |  | (5)                                     | (2)             | Common Stock  | 4310                       |  | 4310  | D  |  |

**Explanation of Responses:**

- (1) Stock Appreciation Rights, which have a ten-year term become exercisable in three equal installments beginning in March 21, 2013.
- (2) Various
- (3) 1-for-1
- (4) Represents restricted stock issued pursuant to the Issuer's Equity Incentive Plan, and 2011 Equity Incentive Plan.
- (5) Represents the Issuer's matching contributions, which vest and are payable to the Issuer's 2005 Deferred Compensation Plan, as amended.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| ZINGALE LAWRENCE<br>400 NORTH ASHLEY DRIVE<br>SUITE 2800<br>TAMPA, FL 33602 |               |           | Executive Vice President |       |

**Signatures**

/s/ James T. Holder, attorney-in-fact for Lawrence Zingale

11/12/2013

\*\* 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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