

Nelson Jenna  
Form 4  
July 03, 2012

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nelson Jenna

2. Issuer Name and Ticker or Trading Symbol  
SYKES ENTERPRISES INC  
[SYKE]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
400 NORTH ASHLEY DRIVE, SUITE 2800  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/29/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

TAMPA, FL 33602

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |       |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)                               | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 3) |                 |              |                            |        |
|---------------------|--|----------------------|-----------------|--|------------------|------------------|---------------------|-----------------|--------------|----------------------------|--------|
|                     |  |                      | Code            | V  | (A)              | (D)              | Date Exercisable    | Expiration Date | Title        | Amount or Number of Shares |        |
| Phantom Stock       | (1)                                      | 06/29/2012           | A               |  | 180              |                  | (3)                 | (4)             | Common Stock | 180                        | \$ 15. |
| Restricted Stock    | \$ 15.33                                 |                      |                 |  |                  |                  | (5)                 | (6)             | Common Stock | 4,431                      |        |
| Restricted Stock    | \$ 17.87                                 |                      |                 |  |                  |                  | (7)                 | (7)             | Common Stock | 4,656                      |        |
| Restricted Stock    | \$ 23.7                                  |                      |                 |  |                  |                  | (8)                 | (8)             | Common Stock | 5,003                      |        |

## Reporting Owners

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

## Signatures

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

07/03/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (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)

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

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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