

SYKES ENTERPRISES INC

Form 4

April 04, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rocktoff William

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 N ASHLEY DRIVE, SUITE
2800

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Treasurer & Controller

(Street)
TAMPA, FL 33602

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. I
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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)		Sec (In		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 20.675						08/18/1998	08/18/2007	Common Stock	4,000	
Option (right to buy)	\$ 21.7						05/06/2000	05/06/2009	Common Stock	11,338	
Option (right to buy)	\$ 21.7						05/06/2000	05/06/2009	Common Stock	662	
Option (right to buy)	\$ 4.05						10/19/2001	10/17/2010	Common Stock	10,000	
Option (right to buy)	\$ 9.05						03/18/2003	03/18/2012	Common Stock	15,000	
Option (right to buy)	\$ 9.05						03/18/2003	03/18/2012	Common Stock	17,000	
Phantom Stock	(7)						(8)	(8)	Common Stock	108	
Phantom Stock	(7)						(8)	(8)	Common Stock	111	
Phantom Stock	(7)	03/31/2006	A		171		(8)	(8)	Common Stock	171	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rocktoff William 400 N ASHLEY DRIVE SUITE 2800 TAMPA, FL 33602			Treasurer & Controller	

Signatures

/s/ Martin A. Traber as Attorney-in-Fact for William
Rocktoff

04/04/2006

__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) Grant of stock options to the reporting person pursuant to the Company's 1996 Employee Stock Option Plan, which vests in three equal annual installments on August 18, 1998, 1999, and 2000.
- (2) Grant of stock options to the reporting person pursuant to the Company's 1996 Employee Stock Option Plan, which vests in three equal annual installments on May 6, 2000, 2001, and 2002.
- (3) Grant of stock options to the reporting person pursuant to the Company's 1996 Employee Stock Option Plan, which vests in one year from Grant Date.
- (4) Grant of stock options to the reporting person pursuant to the Company's 2000 Employee Stock Option Plan, which vests in one year from Grant Date.
- (5) Grant of stock options to the reporting person pursuant to the Company's 2001 Employee Stock Option Plan, which vests in four equal annual installments on March 18, 2003, 2004, 2005, and 2006.
- (6) Grant of stock options to the reporting person pursuant to the Company's 2001 Employee Stock Option Plan, which vests on March 18, 2006.
- (7) 1-for-1
- (8) 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.

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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