

SYKES ENTERPRISES INC  
Form 4  
April 02, 2008

**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 \*  
Pearson David

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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/26/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior 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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 03/26/2008                           |  | M                              | 10,000  | A   | \$ 4.05  | 10,000  | D |
| Common Stock                    | 03/26/2008                           |  | S                              | 9,900   | D   | \$ 17.5  | 100   | D |
| Common Stock                    | 03/26/2008                           |  | S                              | 100   | D   | \$ 17.52   | 0   | D |
| Common Stock                    | 03/31/2008                           |  | M                              | 8,000   | A   | \$ 14.56   | 8,000   | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock                           | \$ 14.56   | 03/29/2006                           |  | A                              | 8,000   | (1) (1)  | Common Stock                                      |
| Restricted Stock                           | \$ 14.56   | 03/31/2008                           |  | M                              | 8,000   | (1) (1)  | Common Stock                                      |
| Restricted Stock                           | \$ 14.56   | 03/29/2006                           |  | A                              | 8,654   | (2) (2)  | Common Stock                                      |
| Stock Appreciation Rights                  | \$ 14.56   | 03/29/2006                           |  | A                              | 5,907   | (3) (3)  | Common Stock                                      |
| Option (right to buy)                      | \$ 4.05  | 03/26/2008                           |  | M                              | 10,000  | 10/19/2001 10/17/2010                                    | Common Stock                                      |
| Phantom Stock                              | \$ 17.59   | 03/31/2008                           |  | A                              | 682   | (5) (5)  | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Pearson David<br>400 N ASHLEY DRIVE<br>SUITE 2800<br>TAMPA, FL 33602 |               |           | Senior Vice President |       |

## Signatures

/s/ Martin A. Traber as Attorney-in-Fact for David Pearson

04/02/2008

\_\_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) The restricted stock was granted to Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan, which was inadvertently reported late, and vesting is subject to previously established specific performance criteria through March 29, 2008.
- (2) The restricted stock was granted to Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan, which was inadvertently reported late, and vesting is subject to previously established specific performance criteria through March 29, 2009.
- (3) The stock appreciation rights were granted to the Reporting Person pursuant to the Issuer's 2001 Equity Incentive Plan, which was inadvertently reported late, and 1/3 will vest annually on March 29, 2007, March 29, 2008 and March 29, 2009.
- (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) The shares of phantom stock become payable, in cash or common stock, pursuant to the terms and conditions set forth in the Company's 1998 Deferred Compensation Plan, as amended.

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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