

Herkemij Michiel
Form 4
January 30, 2012

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 *

Herkemij Michiel

(Last)

(First)

(Middle)

C/O SARA LEE

INTERNATIONAL, VLEUTENSEVAART

100

(Street)

UTRECHT, P7 3532 AD

(City)

(State)

(Zip)

2. Issuer Name **and** Ticker or Trading

Symbol

Sara Lee Corp [SLE]

3. Date of Earliest Transaction

(Month/Day/Year)

01/26/2012

5. Relationship of Reporting Person(s)
to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give ☐ Other (specify
title below) below)
EVP

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

**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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (D)	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)
Common stock	01/26/2012		A	Amount 35,204 (1)	\$ 19.17	35,204	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)**

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Herkemij Michiel C/O SARA LEE INTERNATIONAL VLEUTENSEVAART 100 UTRECHT, P7 3532 AD	EVP

Signatures

/s/ Helen N. Kaminski for Michiel Herkemij pursuant to power of attorney previously filed.

01/30/2012

____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) Restricted stock units (RSUs) that vest in full on August 31, 2014, subject to continued employment with Sara Lee through that date, and upon vesting will be converted into shares of Sara Lee common stock on a one-for-one basis; provided that upon completion of Sara Lee's publicly announced plan to spin-off its coffee and tea business into an independent publicly traded company, the RSUs will vest in full and will be converted into shares of the spun-off coffee and tea company rather than shares of Sara Lee.

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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