

Rocktoff William  
Form 4  
January 03, 2007

**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 \*  
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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Treasurer & Controller

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 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)  | 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 Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pr |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|-------|

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| Security<br>(Instr. 3)      | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Secu<br>(Instr      |                    |                 |                                     |      |
|-----------------------------|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|------|
|                             |   |                         | Code               | V   | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |      |
| Option<br>(right to<br>buy) | \$ 20.675   |                         |                    |   |                  |                  | 08/18/1998          | 08/18/2007         | Common<br>Stock | 4,000                               |      |
| Option<br>(right to<br>buy) | \$ 21.7   |                         |                    |   |                  |                  | 05/06/2000          | 05/06/2009         | Common<br>Stock | 11,338                              |      |
| Option<br>(right to<br>buy) | \$ 21.7   |                         |                    |   |                  |                  | 05/06/2000          | 05/06/2009         | Common<br>Stock | 662                                 |      |
| Option<br>(right to<br>buy) | \$ 4.05   |                         |                    |   |                  |                  | 10/19/2001          | 10/17/2010         | Common<br>Stock | 10,000                              |      |
| Option<br>(right to<br>buy) | \$ 9.05   |                         |                    |   |                  |                  | 03/18/2003          | 03/18/2012         | Common<br>Stock | 15,000                              |      |
| Option<br>(right to<br>buy) | \$ 9.05   |                         |                    |   |                  |                  | 03/18/2003          | 03/18/2012         | Common<br>Stock | 17,000                              |      |
| Phantom<br>Stock            | (7)   |                         |                    |   |                  |                  | (8)                 | (8)                | Common<br>Stock | 108                                 |      |
| Phantom<br>Stock            | (7)   |                         |                    |   |                  |                  | (8)                 | (8)                | Common<br>Stock | 111                                 |      |
| Phantom<br>Stock            | (7)   |                         |                    |   |                  |                  | (8)                 | (8)                | Common<br>Stock | 171                                 |      |
| Phantom<br>Stock            | (7)   |                         |                    |   |                  |                  | (8)                 | (8)                | Common<br>Stock | 138                                 |      |
| Phantom<br>Stock            | (7)   |                         |                    |   |                  |                  | (8)                 | (8)                | Common<br>Stock | 110                                 |      |
| Phantom<br>Stock            | (7)   | 12/31/2006              | A                  | 32  |                  |                  | (8)                 | (8)                | Common<br>Stock | 32                                  | \$ 1 |

## Reporting Owners

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

## Signatures

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

01/03/2007

\_\_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 common stock, pursuant to the terms and conditions set forth in the Company's 1998 Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.