

SYKES ENTERPRISES INC
Form 4
April 04, 2006

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)
03/31/2006

____ 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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.