

WHITING PAUL L
Form 5/A
December 01, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WHITING PAUL L

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

C/O SYKES ENTERPRISES
INCORPORATED, 400 N.
ASHLEY DRIVE, SUITE 2800

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/14/2008

6. Individual or Joint/Group Reporting

(check applicable line)

TAMPA, FL 33602

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/02/2006 | ^ | M4 | 2,896 | A | \$ 8.634 | 2,896 | D | ^ |
| Common Stock | 05/07/2006 | ^ | M4 | 2,471 | A | \$ (1) | 5,367 | D | ^ |
| Common Stock | 05/25/2006 | ^ | M4 | 2,078 | A | \$ (1) | 7,445 | D | ^ |

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| | | | | | | | | | |
|--------------|------------|---|----|-------|---|-------------------|---------|---|---------------------------------------|
| Common Stock | 05/24/2007 | Â | M4 | 1,101 | A | \$ ⁽¹⁾ | 8,546 | D | Â |
| Common Stock | 05/25/2007 | Â | M4 | 2,079 | A | \$ ⁽¹⁾ | 10,625 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 102,471 | I | By Family Limited Ptsp ⁽²⁾ |

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

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SEC 2270 (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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|------------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Deferred Stock Units | \$ 8.634 | 01/02/2006 | Â | M4 | Â | 2,896 | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 2,896 |
| Common Stock Units ⁽⁴⁾ | Â | 05/07/2006 | Â | M4 | Â | 2,471 | 05/07/2005 | 05/07/2014 | Common Stock | 2,471 |
| Common Stock Units ⁽⁴⁾ | Â | 05/25/2006 | Â | M4 | Â | 2,078 | 05/25/2006 | 05/25/2015 | Common Stock | 2,078 |
| Common Stock Units ⁽⁴⁾ | Â | 05/24/2007 | Â | M4 | Â | 1,101 | 05/24/2007 | 05/25/2016 | Common Stock | 1,101 |
| Common Stock Units ⁽⁴⁾ | Â | 05/25/2007 | Â | M4 | Â | 2,079 | 05/25/2006 | 05/25/2015 | Common Stock | 2,079 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WHITING PAUL L
C/O SYKES ENTERPRISES INCORPORATED
400 N. ASHLEY DRIVE, SUITE 2800
TAMPA, FL 33602

Â X Â Â Â

Signatures

/s/ Martin A. Traber, Attorney-in-Fact for Paul L.
Whiting

12/01/2008

__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) Each grant of stock unit represents a contingent right to receive one share of the Company's common stock.
- (2) The number of shares reported as owned by the Family Limited Partnership include 2,471 shares which vested on May 7, 2005 the vesting of which was not previously reported.
- (3) The shares underlying the deferred stock units become payable to the the Non-Employee director upon the earliest of the date selected by the director on his/her Deferral Election Form, death or disability.
- (4) Grant of common stock units to the reporting person pursuant to the Company's 2004 Non-Employee Director Plan, which vests in two equal annual installments beginning one year from date of grant.

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