van Oers Frank Form 4 September 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

Common

Common

stock

stock

08/31/2009

08/31/2009

(Print or Type Responses)

1. Name and A van Oers Fr	Address of Reporting F ank	Person <u>*</u>	2. Issuer Name and Symbol Sara Lee Corp [S		to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(
C/O CADA	TEE		(Month/Day/Year)		Direct		0% Owner		
C/O SARA INTERNAT 100	LEE ΓΙΟΝΑL, VLEUT	ENSEVAART	08/31/2009		X Officer (give Other (specify title below) below) Executive Vice President				
(Street)			4. If Amendment, D	ate Original	6. Individual or Joint/Group				
3532 AD U'	TRECHT, P7 0000	0	Filed(Month/Day/Yea	ar)	Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Toble I Non I	Damirrativa Saarr		anagad of an D	anafiaially		
(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)	Transaction(A) or Code (Instr.	(A) or	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)		

Code V

D

F

(D)

D

D

Price

\$0

Amount

14,406

5,429

(1)

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

160,493

155,064 (3)

D

D

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

van Oers Frank C/O SARA LEE INTERNATIONAL **VLEUTENSEVAART 100** 3532 AD UTRECHT, P7 0000

Executive Vice President

Signatures

/s/ Helen N. Kaminski for Frank van Oers pursuant to power of attorney previously filed.

09/02/2009

**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).
- Represents shares of common stock subject to performance-based restricted stock units (RSUs) that did not vest at the end of the **(1)** performance period.
- Represents shares of common stock withheld by Sara Lee to satisfy the reporting person's tax liability incurred upon the vesting of RSUs.
- Includes 104,655 RSUs that may be settled only for shares of common stock. RSUs generally vest one to five years after the grant date and, upon vesting, are convertible into shares of common stock on a one-for-one basis.

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.

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