

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL  
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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(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>POLK DENNIS</b>	<b>SYNNEX CORP [ SNX ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>44201 NOBEL DRIVE</b>	<b>1/31/2012</b>	<b>Chief Operating Officer</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>FREMONT, CA 94538</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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	Amount	(A) or (D)	Price			
Common Stock	1/31/2012		M		2699	A	\$17.17	46148	D	
Common Stock	1/31/2012		S		500 (I)	D	\$36.07	45648	D	
Common Stock	1/31/2012		S		77 (I)	D	\$36.08	45571	D	
Common Stock	1/31/2012		S		100 (I)	D	\$36.03	45471	D	
Common Stock	1/31/2012		S		200 (I)	D	\$36	45271	D	
Common Stock	1/31/2012		S		100 (I)	D	\$35.99	45171	D	
Common Stock	1/31/2012		S		300 (I)	D	\$35.97	44871	D	
Common Stock	1/31/2012		S		200 (I)	D	\$35.96	44671	D	
Common Stock	1/31/2012		S		200 (I)	D	\$35.95	44471	D	
Common Stock	1/31/2012		S		200 (I)	D	\$35.93	44271	D	
Common Stock	1/31/2012		S		123 (I)	D	\$35.89	44148	D	
Common Stock	1/31/2012		S		300 (I)	D	\$35.8854	43848	D	
Common Stock	1/31/2012		S		399 (I)	D	\$35.88	43449	D	
Common Stock	1/31/2012		M		301	A	\$19.41	43750	D	
Common Stock	1/31/2012		S		101 (I)	D	\$35.88	43649	D	
Common Stock	1/31/2012		S		200 (I)	D	\$35.87	43449	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$17.17	1/31/2012		M			2699	(2)	9/20/2015	Common Stock	2699	\$ 0	3000	D	
Stock Option (Right to Buy)	\$19.41	1/31/2012		M			301	(3)	10/3/2018	Common Stock	301	\$ 0	24699	D	

**Explanation of Responses:**

- (1) These sales were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 20, 2011.
- (2) This stock option is immediately exercisable as to 3000 shares and is fully vested.
- (3) This stock option is immediately exercisable as to 15,949 shares and vests as to approximately 417 shares monthly.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLK DENNIS 44201 NOBEL DRIVE FREMONT, CA 94538			Chief Operating Officer	

**Signatures**

/s/ Simon Y. Leung, Attorney-in-Fact

2/2/2012

\*\* Signature of Reporting Person

Date

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

\* 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).

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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