Edgar Filing: Synchrony Financial - Form 4

Synchrony Fi	inancial										
Form 4 April 04, 201	7										
<u> </u>									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check thi if no long subject to Section 14 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	6. Filed pu Section 17	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 20(b) of the Investment Company Act of 1940								Expires:January 31, 2005Estimated average burden hours per response0.5	
(Print or Type R	Responses)										
1. Name and A DOUBLES	2. Issuer Name and Ticker or Trading Symbol Synchrony Financial [SYF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (Middle)	3. Date of Earliest Transaction					(Chec	sek all applicable)		
C/O SYNCHRONY FINANCIAL, 777 LONG RIDGE ROAD			(Month/Day/Year) 04/01/2017					Director 10% Owner X Officer (give title Other (specify below) below) See remarks			
	(Street)	reet) 4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
STAMFORI	D, CT 06902								More than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivativ	Secu	rities Ac	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)			n Date, if	3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amour	(A or t (D	•	Transaction(s) $(Instr. 3 and 4)$			
Common Stock	04/01/2017			А	43,135 (1)	A	\$ 0	204,988	D		
Common Stock	04/01/2017			F	2,944 (2)	D	\$ 34.3	202,044	D		

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

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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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.3	04/01/2017		A	28,449	<u>(3)</u>	04/01/2027	Common Stock	28,449

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DOUBLES BRIAN D C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902			See remarks			
Signatures						
/s/ Danielle Do, as attorney in fact	04/0	4/2017				
**Signature of Reporting Person	D	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) Represents restricted stock units that will vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial common stock.
- (2) Reflects the number of shares of Company common stock withheld by the Company to pay the tax liability of the Reporting Person in connection with the vesting of restricted stock units.
- (3) The option will vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

Remarks:

Executive Vice President and Chief Financial Officer

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.