Edgar Filing: Synchrony Financial - Form 4

Synchrony F	inancial										
Form 4 April 05, 201	16										
<u> </u>									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check th		·····B····,	Expires:	January 31, 2005							
if no long subject to Section 1 Form 4 o	6. SIAIE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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									0.5		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> KEANE MARGARET M			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)						(all applicable)			
C/O SYNCI FINANCIA ROAD	(Month/Day/Year) 04/01/2016					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) See remarks					
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
STAMFOR	D, CT 06902							Form filed by M Person	ore than One Rep	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ties Acq	uired, Disposed of	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	nsaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	04/01/2016			Δ	65,633 (1)	А	\$0	370,901	D		
Common Stock	04/01/2016			F	3,162 (2)	D	\$ 29.33	367,739	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. Transactio Code (Instr. 8)	5. Number of iorDerivative 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 Number Shares
Employee Stock Option (right to buy)	\$ 29.33	04/01/2016		А	118,087		<u>(3)</u>	04/01/2026	Common Stock	118,08

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KEANE MARGARET M C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902	Х		See remarks				
Signatures							
/s/ Danielle Do, as attorney in fact	04/0	5/2016					

**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 restricted stock units that will vest in five equal annual installments of 20% each, beginning on the first anniversary of the (1) grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial (the "Company") 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:

President and Chief Executive 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.