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Synchrony Fi	nancial										
Form 4											
July 05, 2016 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-028 Number:			
Check this box if no longer subject to Section 16. SECURITIES							Expires: Estimated a burden hou response	-			
(Print or Type R	esponses)										
S			 Issuer Name and Ticker or Trading Symbol Synchrony Financial [SYF] Date of Earliest Transaction 				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
C/O SYNCH	~ /		(Month/D 06/30/20	ay/Year)	ansaction			_X_ Director Officer (give below)		Owner er (specify	
(Street) 4. If Amendment, E Filed(Month/Day/Ye									int/Group Filing(Check		
STAMFORI	D, CT 06902								Iore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	c) Execution any	ned	3. Transactic Code (Instr. 8) Code V	4. Securi	ties Ao spose	cquired d of (D)	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	
Common Stock	06/30/2016			A	1,088 (1)	A	\$ 25.28	27,621	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NAYLOR JEFFREY G C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902	Х						
Signatures							
/s/ Danielle Do, as attorney in fact	07/05/2016						
**Signature of Reporting Person	D	Date					
Evenlay attack of Deer							

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 full on June 30, 2019. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial common stock.

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.