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Synchrony Finar Form 4											
FORM 4 Check this bo	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL OMB 3235-0287 Number: 1	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	STATE Filed p Section 1	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 30(h) of the Investment Company Act of 1940							January 31 Expires: 2005 Estimated average burden hours per response 0.5		
See Instructio 1(b). (Print or Type Respo		50(II)	or the m	vestment v	Compan	y ne	. 01 174	0			
1. Name and Address of Reporting Person <u>*</u> MELITO DAVID P S (Last) (First) (Middle) 3 (I			2. Issuer Name and Ticker or Trading Symbol Synchrony Financial [SYF]				ng	5. Relationship of Reporting Person(s) to Issuer			
			3. Date of (Month/Date) (Month/	-	ansaction			(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) See remarks			
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	Person uired, Disposed of	, or Beneficial	y Owned	
	Transaction Day/Yea	r) Execution any		3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	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)		
Common 09 Stock	/17/2016			F	129 <u>(1)</u>	. /	\$ 26.91	43,022	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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)				(3)	(3)	Common Stock	61	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when Plante, Plantess	Director	10% Owner	Officer	Other			
MELITO DAVID P C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902			See remarks				
Signatures							
/s/ Danielle Do, as attorney in fact	09/2	0/2016					
<u>**</u> Signature of Reporting Person	E	ate					

**Signature of Reporting Person

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) Reflects the number of shares of Synchrony Financial (the "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.
- (2) Each phantom stock unit is the economic equivalent of one share of Company common stock.
- (3) The reported phantom stock units were acquired under the Synchrony Financial Restoration Plan and are to be settled upon the reporting person's retirement or certain involuntary terminations of employment, subject to the requirements set forth in the Restoration Plan.

Remarks:

Senior Vice President, Chief Accounting Officer and Controller

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.