Edgar Filing: Graylin Will W - Form 4

Graylin Will Form 4	W										
February 16,	2018										
FORM	14	~~.~~~~	~~~~~			~~~			PPROVAL		
	UNITED	STATES		RITIES A Ashington			E COMMISSION	OMB Number:	3235-0287		
Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ction 16(a) of the Securities Exchange Act of 1934,					Expires:January 31, 2005Estimated averageburden hours per response0.5		
obligation may cont <i>See</i> Instru 1(b).	ns Section 17((a) of the H	Public U	Jtility Hol	ding Co		of 1935 or Section	on			
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Graylin Will W			2. Issuer Name and Ticker or Trading Symbol Synchrony Financial [SYF]			c	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	•	•	-	-	(Check all applicable)				
(Last) (First) (Middle) C/O SYNCHRONY FINANCIAL, 777 LONG RIDGE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2018			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) STAMFORD, CT 06902			4. If Amendment, Date Original Filed(Month/Day/Year)			al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Dec Execution any (Month/		Execution any	tion Date, if Transaction		Disposed	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Ren	ort on a separate line	e for each cla	ass of sec			. /	or indirectly				
reminder. rep	or on a separate mix			unites cene.	Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	are not m	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owned securities)	l			
1. Title of	2. 3. Tr	ansaction Da	ate 3A. I	Deemed	4.	5.	6. Date Exercisat	ble and 7. Tit	e and Amount o	of	

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Underlying Securities	Derivati

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)		Security (Instr. 5
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Unit	<u>(1)</u>	02/15/2018 <u>(1)</u>		A	35	(1)	<u>(1)</u>	Common Stock	35	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
Graylin Will W C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902	Х					
Signatures						
/s/ Danielle Do, as attorney in fact	02/16/2018					
**Signature of Reporting Person	D	ate				

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 2, 4, 4, 4, 4, 5, 5 and 3 dividend equivalent units accrued on February 15, 2018 as dividends were paid on the common shares underlying restricted stock units originally granted to the reporting person on December 31, 2015, March 31, 2016, June 30, 2016, September 30, 2016, December 31, 2016, March 31, 2017, June 30, 2017 and September 30, 2017 and December 31, 2017, respectively.

(1) September 50, 2010, December 51, 2017, Haren 51, 2017, suite 50, 2017 and September 50, 2017 and December 51, 2017, respectively. The dividend equivalent units vest proportionately with and are subject to settlement and expiration upon the same terms as the restricted stock units to which they relate. Each dividend equivalent unit is the economic equivalent of 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.