

MELITO DAVID P
Form 4
April 09, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MELITO DAVID P

(Last) (First) (Middle)

C/O SYNCHRONY
FINANCIAL, 777 LONG RIDGE
ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Synchrony Financial [SYF]

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/05/2018 | | M | | 1,392 (1) \$ 30.41 | A | D |
| Common Stock | 04/05/2018 | | S | | 1,392 (1) \$ 35 | D | D |
| Common Stock | 04/05/2018 | | M | | 1,882 (1) \$ 29.33 | A | D |
| Common Stock | 04/05/2018 | | S | | 1,882 (1) \$ 35 | D | D |
| Common Stock | 04/05/2018 | | M | | 1,869 (1) \$ 34.3 | A | D |

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Common Stock 04/05/2018 S 1,869⁽¹⁾ D \$ 35 44,188 ⁽²⁾ D

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 30.41 | 04/05/2018 | | M | 1,392 <u>(1)</u> | <u>(3)</u> 04/01/2025 | Common Stock | 1,392 |
| Employee Stock Option (right to buy) | \$ 29.33 | 04/05/2018 | | M | 1,882 <u>(1)</u> | <u>(4)</u> 04/01/2026 | Common Stock | 1,882 |
| Employee Stock Option (right to buy) | \$ 34.3 | 04/05/2018 | | M | 1,869 <u>(1)</u> | <u>(5)</u> 04/01/2027 | Common Stock | 1,869 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| MELITO DAVID P C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD | | | See remarks | |

STAMFORD, CT 06902

Signatures

/s/ Danielle Do, as attorney
in fact

04/09/2018

__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).
- (1) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 19, 2018.
- (2) The total reported in Column 5 has been adjusted to include 1175 dividend equivalent units that were previously reported on Table II and an additional 16 shares due to rounding.
- (3) The reporting person was awarded 6,960 employee stock options on April 1, 2015, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
- (4) The reporting person was awarded 9,409 employee stock options on April 1, 2016, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
- (5) The reporting person was awarded 9,345 employee stock options on April 1, 2017, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

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.