

Whynott Paul
Form 4
March 05, 2019

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 *
Whynott Paul

(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)
03/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 03/01/2019 | | A | (1) | \$ 13,556 | 65,446 | D |
| Common Stock | 03/01/2019 ⁽²⁾ | | M | | \$ 23 | 66,370 | D |
| Common Stock | 03/01/2019 ⁽²⁾ | | S | | \$ 32.83 | 65,446 | D |
| Common Stock | 03/01/2019 ⁽²⁾ | | M | | \$ 24.55 | 76,122 | D |
| Common Stock | 03/01/2019 ⁽²⁾ | | S | | \$ 32.83 | 65,446 | D |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 23 | 03/01/2019 ⁽²⁾ | | M | 924 | 07/31/2018 07/31/2024 | Common Stock 924 |
| Employee Stock Option (right to buy) | \$ 24.55 | 03/01/2019 ⁽²⁾ | | M | 10,676 | ⁽³⁾ 09/17/2024 | Common Stock 10,676 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whynott Paul C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902 | | | See remarks | |

Signatures

/s/ Danielle Do as attorney in fact
03/05/2019
**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 three equal annual installments of 33.33% each, beginning on the first anniversary of the grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial (the "Company") common stock.
- (1) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 25, 2019.
- (2) The reporting person was awarded employee stock options on September 17, 2014, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

Remarks:

Executive Vice President, Chief Risk Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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