

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Wenzel Brian J. Sr.</u> (Last) (First) (Middle) 777 LONG RIDGE ROAD C/O CORPORATE SECRETARY (Street) STAMFORD CT 06902 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Synchrony Financial [SYF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2021		A		29,250 ⁽¹⁾	A	\$40	91,364	D	
Common Stock	03/01/2021		F		7,597 ⁽²⁾	D	\$40	83,767	D	
Common Stock	03/01/2021		M		4,935 ⁽³⁾	A	\$24.55	88,702	D	
Common Stock	03/01/2021		S		4,935 ⁽³⁾	D	\$39.46	83,767	D	
Common Stock	03/01/2021		M		40,864 ⁽³⁾	A	\$23	124,631	D	
Common Stock	03/01/2021		S		40,864 ⁽³⁾	D	\$39.8 ⁽⁴⁾	83,767	D	
Common Stock	03/01/2021		S		13,734 ⁽³⁾	D	\$39.46	70,033	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$24.55	03/01/2021		M			4,935 ⁽³⁾	(5)	09/17/2024	Common Stock	4,935	\$0	0	D	
Employee Stock Option (right to buy)	\$23	03/01/2021		M			40,864 ⁽³⁾		07/31/2018 07/31/2024	Common Stock	40,864	\$0	0	D	
Phantom Stock Units	(6)	03/01/2021		A			13,700	(6)	(6)	Common Stock	13,700	\$0	13,700	D	

Explanation of Responses:

- 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.
- Reflects the number of shares of Company common stock automatically withheld by the Company to pay the tax liability of the Reporting Person in connection with the vesting of restricted stock units. No investment decision was made by the Reporting Person in connection with the withholding.
- This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 29, 2021.
- This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.47 to \$40.12. Information regarding the number of shares sold at each price will be provided upon request.
- The reporting person was awarded employee stock options on September 17, 2014, which vested in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
- The reported phantom stock units were acquired under the Synchrony Financial Restoration Plan and are to be settled upon the reporting person's separation from service to the Company, subject to the requirements set forth in the Restoration Plan. Each phantom stock unit is the economic equivalent of one share of Synchrony Financial common stock.

Remarks:

EVP, CFO

/s/ Danielle Do as attorney in fact 03/03/2021

** Signature of Reporting Person Date

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

* 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).

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

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 Number.