

**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 <b>DOUBLES BRIAN D</b>  (Last) (First) (Middle) <b>C/O SYNCHRONY FINANCIAL</b> <b>777 LONG RIDGE ROAD</b>  (Street) <b>STAMFORD CT 06902</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Synchrony Financial [ SYF ]</b>	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) <b>See remarks</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/15/2018</b>	
		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	02/15/2018		S		6,569 <sup>(1)</sup>	D	\$36.7 <sup>(2)</sup>	193,612	D	
Common Stock	02/15/2018		M		5,805 <sup>(1)</sup>	A	\$24.55	199,417	D	
Common Stock	02/15/2018		M		5,805 <sup>(1)</sup>	D	\$36.7 <sup>(2)</sup>	193,612	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
Dividend Equivalent Unit	(3)	02/15/2018		A		807		(3)	(3)	Common Stock	807	(3)	5,576	D	
Employee Stock Option (right to buy)	\$24.55	02/15/2018		M		5,805 <sup>(1)</sup>		(4)	09/17/2024	Common Stock	5,805	\$36.7	11,610	D	

**Explanation of Responses:**

- This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2017.
- This price is a weighted average price. Information regarding the number of shares sold at each price will be provided upon request.
- Represents 509, 31, 37, 52 and 178 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 July 31, 2014, September 17, 2014, April 1, 2015, April 1, 2016 and April 1, 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.
- The reporting person was awarded 29,024 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 and Chief Financial Officer

/s/ Danielle Do, as attorney in fact 02/16/2018

\*\* 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.

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