FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number: Estimated average burden	3235-0287							
hours per response:	0.5							

## 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

Synchrony Financial	1. Name and Address of Reporting Person*				2. Issuer Name <b>and</b> Ticker or Trading Symbol Synchrony Financial [ SYF ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Street) STAMFORD CT 06902  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Indirect (Indirec	KEANE MA	KGAKE.	ARET M				Sylvenion, Financial [ 511 ]								X	Director		10% Owner		vner
(Street) STAMFORD CT 06902  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Securities Acqui	(Last) (First) (Middle)																ive title			specify
(Street) STAMFORD CT 06902    A. If Amendment, Date of Original Filed (Month/Day/Year)   A. If Amendment of Date of Original Filed (Month/Day/Year)   A. If Amendment of Date of Original Filed (Month/Day/Year)   A. If Amendment of Date of Original Filed (Month/Day/Year)   A. If Amendment of Date of Original Filed (Month/Day/Year)   A. If Amendment of Date of Da	`																			
City   (State)   (Zip)   (State)   (Zip)	• • • • • • • • • • • • • • • • • • • •					03/1	103/14/2020													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)    Date (Month/Day/Year)   Code   V   Amount (P.S.)   A   S17.07(!)   Conversion Date (e.g., puts, calls, warrants, options, convertible securities)    Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)   Securities Beneficially Owned Form: Direct (D) or Indirect (Instr. 4)   Form: Direct (D) or Indirect (Instr. 4)   Form: Direct (D) or Indirect (Instr. 4)	(Street)				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)    2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)   2. Transaction Date (Month/Day/Year) (Month/Day/Year)   2. Transaction (Month/Day/Year)   3. Transaction (Signature)   5. Amount of Securities Securities (Month/Day/Year)   5. Amount of Securities Securities (Month/Day/Year)   5. Amount of Securities Securities (Month/Day/Year)   5. Amount of Securities (Month/Day/Year)   5. Amount of Securities (Month/Day/Year)   7. Nature of Indirect (Disposed Of (D) (Instr. 3, 4 and 5)   6. Ownership Form: Direct (D) or Indirect (D) (Instr. 4)   7. Title and Monunt of Securities (Month/Day/Year)   8. Price of Securities (Mont	STAMFORD CT 06902													X	, , ,					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction (Instr. 3)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Deneficially Owned (Instr. 3)  6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  7. Title and Amount of Securities Underlying Darivative Securities Underlying Derivative Securities Underlying Derivative Securities Deneficially Owned (Month/Day/Year)  8. Price of Derivative Securities Deneficially Owned (Month/Day/Year)  8. Price of Derivative Securities Deneficially Owned (Month/Day/Year)  9. Number of derivative Securities Deneficially Owned (Month/Day/Year)  1. Title of Derivative Securities Underlying Derivative Securities Underlying Derivative Securities Deneficially Owned (Month/Day/Year)  1. Title of Derivative Securities Underlying Derivative Securities Deneficially Owned (Month/Day/Year)  1. Nature of Derivative Securities Deneficially Owned (Month/Day/Year)	(City)	(State)	(Zip	p)		Form filed by More than One Reporting Person												g Person		
Date (Month/Day/Year)   Month/Day/Year		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Dividend Equivalent Unit    Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Unit   Dividend Equivalent Equi	Date				te		Execution Date, if any		Transaction Disposed Code (Instr.					nd 5) Securities Beneficiall Following		Form: or Indi	Direct (D) rect (I)	Indirect Beneficial Ownership		
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) Security (Instr. 3)  2. Conversion or Exercise Price of Perivative Security Security  3. Transaction Date, (Month/Day/Year) (Month/Day/Year)  4. Transaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Number of Derivative Securities (Month/Day/Year) Securities Acquired (A) or Derivative Security (Instr. 5) Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  10. Ownership Form: Direct (D) Ownership (Instr. 4) Securities Acquired (A) or Disposed of (D) (Instr. 4)  Amount or Number of Number										Code	v	Amount		(A) or (D)	Price					(msu. 4)
1. Title of Derivative Security (Instr. 3) Price of Derivative Security Security  1. Title of Derivative Security (Instr. 3) Date Security (Instr. 3) Derivative Security (Instr. 3) Derivative Security (Instr. 3) Derivative Security (Instr. 3) Derivative Security (Instr. 3) Date Security (Instr. 4) Date Securities Security (Instr. 4) Date Security (Instr. 4) Date Security (Instr. 4) Date Securities Derivative Security (Instr. 4) Date Securities Date Securities Derivative Security (Instr. 4) Date Security (Instr. 4) Date Securities Derivative Security (Instr. 4) Date Security (Instr. 4) Date Securities Derivative Securit	Dividend Equivalent Unit 05/1					/14/2020				Α		3,951	(1)	A	\$17.07(1)	678,	,633		D	
Derivative Security (Instr. 3)  Price of Derivative Security  Security  Portice of Derivative Security  Security  Portice of Derivative Security  Security  Security  Securities  Derivative Securities  Securities  Securities Underlying Derivative Security  Securities  Securities (Month/Day/Year)  Ownership Or Indirect Securities  Securities  Securities (Month/Day/Year)  Ownership Or Indirect Securities  Securities (Month/Day/Year)  Ownership Owned Form:  Ownership Or Indirect Securities  Securities  Securities Underlying  Derivative Securities  Securiti																				
Amount or (Instr. 4)  Date Expiration Number of	Derivative Conversion or Exercise Price of Derivative		sion cise (Month/Day/Year)	Execution Da if any	ite, T	e, Transaction Code (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date		te	Securities Under Derivative Securities		derlying	Derivative Security	derivative Securities Beneficia Owned Following Reported	e s illy	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership
Evolunation of Despanses:					(		v	(A)	(D)				Title		Number of	nount or (Instr. 4)		On(3)		

## Remarks:

CEO

/s/ Danielle Do, as attorney-in-fact 05/18/2020

Date

\*\* Signature of Reporting Person

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.

<sup>1.</sup> Represents dividend equivalent units accrued on May 14, 2020 as dividends were paid on the common shares underlying restricted stock units. 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.