SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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).

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 Add DOUBLES		2. Issuer Name and Ticker or Trading Symbol <u>Synchrony Financial</u> [SYF]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner								
									X	Director Officer (g below)	ive title		Other (below)					
(Last) (First) (Middle) C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD					3. Date of Earliest Transaction (Month/Day/Year) 09/17/2018								See remarks					
(Street) STAMFORD CT 06902					lf Amen	dment, Date of Ori	iginal File	ed (Mo	onth/Day/Yea	ar)		6. Indiv X		t/Group Fi d by One F d by More	Reporting	Person	,	
(City)	(State)	(Z																
		Т	able I - No	n-Derivat	tive S	ecurities Acq	uired,	Disp	osed of,	or Be	nefic	cially Ow	ned					
1. Title of Security (Instr. 3) 2. Tra Date (Mont					tion y/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 ar						6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A (D) or)	Price	(Instr. 3 an				(Instr. 4)	
Common Stock 09					.018		F		1,799	1)	D	\$32.5	152,	152,609		D		
						urities Acqui ls, warrants, o							d					
1. Title of	2	3 Transaction	3A Deemed	4		5. Number of	6 Date	Exerci	sable and	7. Title a	and Am	nount of	8 Price of	9 Numbe	er of 1	0	11. Nature	

1. Title of Derivative Security (Instr. 3)	Derivative	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		

Explanation of Responses:

1. 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.

Remarks:

Executive Vice President and Chief Financial Officer

/s/ Danielle Do, as attorney in fact 09/19/2018

** 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.

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.