

GREIG HENRY F
Form 4
April 03, 2018

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 *
GREIG HENRY F

2. Issuer Name and Ticker or Trading Symbol
Synchrony Financial [SYF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SYNCHRONY
FINANCIAL, 777 LONG RIDGE
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2018

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

(Street)
STAMFORD, CT 06902

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or (D) Price		
Common Stock	04/01/2018		A	(1)	\$ 13,049 33.53	161,096	D
Common Stock	04/01/2018		F	(2)	\$ 2,366 33.53	158,730	D

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

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SEC 1474
(9-02)

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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)	\$ 33.53	04/01/2018		A	24,441	⁽³⁾ 04/01/2028	Common Stock 24,441

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREIG HENRY F C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902			See remarks	

Signatures

/s/ Danielle Do, as attorney in fact 04/03/2018

**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).
 - (1) Represents restricted stock units that will vest in five equal annual installments of 20% 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.
 - (2) Reflects the number of shares of Company common stock withheld by the Company to pay the tax liability of the reporting person in connection with the vesting of restricted stock units.
 - (3) The reporting person was awarded 24,441 employee stock options on April 1, 2018, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

Remarks:

Executive Vice President, Chief Credit Officer and Capital Management Leader

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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