

DOUBLES BRIAN D

Form 4

February 16, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DOUBLES BRIAN D

(Last) (First) (Middle)

C/O SYNCHRONY  
FINANCIAL, 777 LONG RIDGE  
ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

See remarks

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 02/15/2018                              |   | S                                       | (A)<br>or<br>(D)<br>Amount<br>(1) Price<br>(2)                          | 193,612  | D  |   |
| Common<br>Stock                       | 02/15/2018                              |   | M                                       | (A)<br>or<br>(D)<br>Amount<br>(1) Price<br>(2)                          | 199,417  | D  |   |
| Common<br>Stock                       | 02/15/2018                              |   | M                                       | (A)<br>or<br>(D)<br>Amount<br>(1) Price<br>(2)                          | 193,612  | D  |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 |
| Dividend Equivalent Unit                   | (3)  | 02/15/2018                           |  | A                              |   | 807  |     | (3)   | (3)             | Common Stock | 807                        |
| Employee Stock Option (right to buy)       | \$ 24.55   | 02/15/2018                           |  | M                              |   | 5,805<br>(1)   |     | (4)   | 09/17/2024      | Common Stock | 5,805                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| DOUBLES BRIAN D<br>C/O SYNCHRONY FINANCIAL<br>777 LONG RIDGE ROAD<br>STAMFORD, CT 06902 |               |           |         | See remarks |

## Signatures

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

\_\_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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2017.
- (2) This price is a weighted average price. Information regarding the number of shares sold at each price will be provided upon request.
- (3) 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,

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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.

- (4) 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

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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