

MELITO DAVID P  
Form 4  
April 09, 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 \*  
MELITO DAVID P

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/05/2018

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

See remarks

C/O SYNCHRONY  
FINANCIAL, 777 LONG RIDGE  
ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

STAMFORD, CT 06902

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/05/2018		M		1,392 (1) \$ 30.41	A	44,389 D
Common Stock	04/05/2018		S		1,392 (1) \$ 35	D	42,997 D
Common Stock	04/05/2018		M		1,882 (1) \$ 29.33	A	44,879 D
Common Stock	04/05/2018		S		1,882 (1) \$ 35	D	42,997 D
Common Stock	04/05/2018		M		1,869 (1) \$ 34.3	A	44,866 D

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Common Stock      04/05/2018      S      1,869<sub>(1)</sub>      D      \$ 35      44,188 (2)      D

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

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(9-02)

**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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 30.41	04/05/2018		M	1,392 <u>(1)</u>	<u>(3)</u> 04/01/2025	Common Stock	1,392
Employee Stock Option (right to buy)	\$ 29.33	04/05/2018		M	1,882 <u>(1)</u>	<u>(4)</u> 04/01/2026	Common Stock	1,882
Employee Stock Option (right to buy)	\$ 34.3	04/05/2018		M	1,869 <u>(1)</u>	<u>(5)</u> 04/01/2027	Common Stock	1,869

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MELITO DAVID P C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD			See remarks	

STAMFORD, CT 06902

## Signatures

/s/ Danielle Do, as attorney  
in fact

04/09/2018

\_\_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 February 19, 2018.
- (2) The total reported in Column 5 has been adjusted to include 1175 dividend equivalent units that were previously reported on Table II and an additional 16 shares due to rounding.
- (3) The reporting person was awarded 6,960 employee stock options on April 1, 2015, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
- (4) The reporting person was awarded 9,409 employee stock options on April 1, 2016, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
- (5) The reporting person was awarded 9,345 employee stock options on April 1, 2017, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

### Remarks:

Senior Vice President, Chief Accounting Officer and Controller

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.