MELITO DAVID P

Form 4 April 03, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response... 0.5

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MELITO DAVID P

> (First) (Middle)

C/O SYNCHRONY FINANCIAL, 777 LONG RIDGE **ROAD**

(Street)

(State)

(Zip)

Symbol Synchrony Financial [SYF] 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year) 04/01/2019

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) 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

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

STAMFORD, CT 06902

		Table 1 - Non-Delivative Securities Acquired, Disposed of, or Deficiently Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	e (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)		(A) Or Disposed of (D) See str. 3, 4 and 5) (A) For or (Ir or or (Ir or		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(Reported			
						Transaction(s)				
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	04/01/2019		A	683 (1)	A	\$ 32.58	34,180	D		
Common Stock	04/01/2019		F	1,500 (2)	D	\$ 32.58	32,680	D		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numb	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

MELITO DAVID P C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902

See remarks

Signatures

/s/ Danielle Do, as attorney in fact

04/03/2019

**Signature of Reporting Person

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).
- On January 23, 2019, the Reporting Person earned common stock of Synchrony Financial (the "Company") in connection with the vesting of Performance Share Units ("PSUs") under the 2016-2018 Long-Term Performance Program based on pre-established performance goals **(1)** for the 2016-2018 performance period. On April 1, 2019, the Reporting Person earned additional shares to reflect updated calculations of such performance metrics.
 - 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 and PSUs. No investment decision was made by the Reporting Person in connection with the withholding.

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.

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