

QUINDLEN THOMAS M

Form 4

March 05, 2019

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

OMB APPROVAL

OMB  
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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 \*  
**QUINDLEN THOMAS M**

(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)  
**03/01/2019**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

See remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 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 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)
Common Stock	03/01/2019		A	(A) or (D) Amount 22,114 (1) Price \$ 32.46	150,095	D	
Common Stock	03/01/2019 <sup>(2)</sup>		M	50,000 A \$ 23	200,095	D	
Common Stock	03/01/2019 <sup>(2)</sup>		S	50,000 D \$ 32.63	150,095	D	
Common Stock	03/01/2019 <sup>(2)</sup>		S	25,000 D \$ 32.63	125,095	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)

**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 Number Shares
Employee Stock Option (right to buy)	\$ 23	03/01/2019 <sup>(2)</sup>		M		174,307		07/31/2018	07/31/2024	Common Stock	174,307

## Reporting Owners

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

## Signatures

/s/ Danielle Do, as attorney  
in fact 03/05/2019

\_\_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).

Represents restricted stock units that will vest in three equal annual installments of 33.33% each, beginning on the first anniversary of the  
(1) grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial (the "Company") common stock.

(2) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 30, 2019.

### Remarks:

Executive Vice President and Chief Executive Officer-Retail Card

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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