Casellas Alberto Form 4 April 03, 2019

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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0.5

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Section 16. Form 4 or Form 5 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

SECURITIES

Form filed by More than One Reporting

Person

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Casellas Alberto			2. Issuer Name and Ticker or Trading Symbol Symbol Symphony Financial ISYF	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Synchrony Financial [SYF] 3. Date of Earliest Transaction	(Check all applicable)			
777 LONG RIDGE ROAD, C/O CORPORATE SECRETARY (Street)			(Month/Day/Year) 04/01/2019	Director 10% Owner _X Officer (give title Other (special below) See remarks			
			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			

STAMFORD, CT 06902

(City)	(State)	^(Zip) Tabl	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	04/01/2019		A	651 <u>(1)</u>	A	\$ 32.58	55,127	D		
Common Stock	04/01/2019		F	1,719 (2)	D	\$ 32.58	53,408	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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired	Acquired				J	
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Casellas Alberto 777 LONG RIDGE ROAD C/O CORPORATE SECRETARY STAMFORD, CT 06902

See remarks

Signatures

/s/ Danielle Do as attorney in fact

04/03/2019

**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).
- 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 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
 2) 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:

Executive Vice President and Chief Executive Officer-CareCredit

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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