

SYNOVUS FINANCIAL CORP
Form 4
February 22, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Stelling Kessel D

2. Issuer Name and Ticker or Trading Symbol
SYNOVUS FINANCIAL CORP
[SNV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 120
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO, & President

COLUMBUS, GA 31902
(City) (State) (Zip)

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

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 (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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (D) | | |
| Common Stock | 02/19/2017 | | A | | 2,599 (1) | A | \$ 42.39 318,859 (2) D |
| Common Stock | 02/19/2017 | | F | | 6,410 (3) | D | \$ 42.39 312,449 D |
| Common Stock | | | | | | I | 31,872 I By 2015 GRAT |
| Common Stock | | | | | | I | 1,573 I By Trust |
| Common Stock | | | | | | I | 60,000 I By 2017 GRAT |
| | | | | | | D | 2,000 D |

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On February 23, 2015, the reporting person reported the grant of certain market restricted stock units (the "MRSUs"). The MRSUs have a service-based vesting component as well as a Total Shareholder Return Multiplier. On February 19, 2017, pursuant to the terms of the service-based vesting component of the MRSUs, the second tranche of such award vested. Based upon the Total Shareholder Return Multiplier, the reporting person received 2,599 additional shares of the Company's restricted stock, such shares representing the amount vested in excess of the target amount of MRSUs initially reported on Form 4 in February 2015.

- (2) Includes 374 shares acquired through dividend reinvestment.
- (3) These shares were withheld upon the vesting of MRSUs to pay tax withholding obligations.

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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