HOLLADAY MARK G
Form 4
February 13, 2019

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLADAY MARK G

(Last) (First) (Middle)

P.O. BOX 120

(Street)

COLUMBUS, GA 31902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2019

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 below) _____ Other (specify below)
Exec.VP,Chief Risk Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2019		D		289 (1)	D	$ 37.33	68,807 (2)	D	
Common Stock	02/09/2019		F		384 (3)	D	$ 37.33	68,423	D	
Common Stock	02/11/2019		D		474 (4)	D	$ 37.33	68,023 (5)	D	
Common Stock	02/11/2019		A		423 (6)	A	$ 37.33	68,745 (7)	D	
Common Stock	02/11/2019		F		3,456 (8)	D	$ 37.33	65,289	D	

Fixed/Floating Rate Non-Cum Perpetual Preferred Stock Ser D	4,000	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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLADAY MARK G P.O. BOX 120 COLUMBUS, GA 31902			Exec.VP,Chief Risk Officer	

Signatures

/s/ Mary Maurice Young	02/13/2019
**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).

(1)

On February 10, 2017, 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 9, 2019, 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 "target" amount of MRSUs which vested was adjusted downward based upon Synovus' total shareholder return during the year. As such, the reporting person received 289 less shares of the Company's restricted stock than the target amount of MRSUs initially reported on Form 4 in February 2017.

(2) Includes 26 shares acquired through the accrual of dividend equivalents on the MRSUs vested as of February 9, 2019.

(3) These shares were withheld upon the vesting of MRSUs to pay tax witholding obligations.

(4) On February 16, 2016, 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 11, 2019, pursuant to the terms of the service-based vesting component of the MRSUs, the third tranche of such award vested. Based upon the Total Shareholder Return Multiplier, the "target" amount of MRSUs which vested was adjusted downward based upon Synovus' total shareholder return during the year. As such, the reporting person received 474 less shares of the Company's restricted stock than the target amount of MRSUs initially reported on Form 4 in February 2016.

(5) Includes 74 shares acquired through the accrual of dividend equivalents on the MRSUs vested as of February 11, 2019.

(6) On February 16, 2016, the reporting person reported the grant of certain performance stock units (the "PSUs"). The PSUs have a service-based vesting component as well as a Total Shareholder Return Multiplier. On February 11, 2019, pursuant to the terms of the service-based vesting component of the PSUs, the third tranche of such award vested. Based upon the Total Shareholder Return Multiplier, the reporting person received 423 additional shares of the Company's restricted stock, such shares representing the amount vested in excess of the target amount of PSUs initially reported on Form 4 in February 2016.

(7) Includes 299 shares acquired through accrual of dividend equivalents on the PSUs vested as of February 11, 2019.

(8) These shares were withheld upon the vesting of MRSUs and PSUs to pay tax witholding 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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