

Stelling Kessel D  
Form 4  
February 12, 2019

**FORM 4**

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

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).

**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)  
02/08/2019

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

COLUMBUS, GA 31902

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

(City) (State) (Zip)

**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)
Common Stock	02/08/2019		D	(A) or (D) Code V Amount Price D 1,804 \$ (1) 37.34	317,247 (2)	D	
Common Stock	02/08/2019		F	(A) or (D) Code V Amount Price F 2,430 \$ (3) 37.34	314,817	D	
Common Stock					36,271	I	By 2017 GRAT
Common Stock					13,909	I	By 2015 Irrevocable Trust
Common Stock					70,000	I	By 2018 GRAT

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

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stelling Kessel D P.O. BOX 120 COLUMBUS, GA 31902	X		Chairman, CEO, & President	

## Signatures

/s/ Mary Maurice Young                      02/12/2019

\*\*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 12, 2018, 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 8, 2019, pursuant to the terms of the service-based vesting component of the MRSUs, the first 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 1,804 less shares of the Company's restricted stock than the target amount of MRSUs initially reported on Form 4 in February 2018.
  - (2) Includes 120 shares acquired through the accrual of dividend equivalents on the MRSUs vested as of February 8, 2019.
  - (3) These shares were withheld upon the vesting of MRSUs to pay tax withholding obligations.

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