

SYNOVUS FINANCIAL CORP

Form 10-K/A

April 28, 2005

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

**FORM 10-K/A  
Amendment No. 1**

**Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934  
for the fiscal year ended December 31, 2004**

**Commission file number 1-10312**

**SYNOVUS FINANCIAL CORP.**

(Exact Name of Registrant as specified in its charter)

Georgia  
(State or other jurisdiction of incorporation or  
organization) 58-1134883  
(I.R.S. Employer  
Identification No.)

1111 Bay Avenue 31901  
Suite 500, Columbus, Georgia (Zip Code)  
(Address of principal executive offices) (706) 649-5220  
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which registered
Common Stock, \$1.00 Par Value	New York Stock Exchange
Common Stock Purchase Rights	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

YES  NO

As of February 17, 2005, 310,853,897 shares of the \$1.00 par value common stock of Synovus Financial Corp. were outstanding. The aggregate market value of the shares of \$1.00 par value common stock of Synovus Financial Corp. held by nonaffiliates on December 31, 2004 was approximately \$6,128,350,000 (based upon the closing share price of such stock on June 30, 2004).

### **DOCUMENTS INCORPORATED BY REFERENCE**

<b>Incorporated Documents</b>	<b>Form 10-K Reference Locations</b>
Portions of the 2005 Proxy Statement for the Annual Meeting of Shareholders to be held April 28, 2005 ( Proxy Statement )	Part III
Financial Appendix for the year ended December 31, 2004 to the Proxy Statement ( Financial Appendix )	Parts I, II, III and IV

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The undersigned registrant hereby amends Item 15 of its Annual Report on Form 10-K for the year ended December 31, 2004 by adding Exhibit 99.2, the Annual Report on Form 11-K for the Synovus Financial Corp. Employee Stock Purchase Plan for the year ended December 31, 2004 and by adding Exhibit 99.3, the Annual Report on Form 11-K for the Synovus Financial Corp. Director Stock Purchase Plan for the year ended December 31, 2004 as set forth below and in the attached exhibits.

**Part IV**

**Item 15. Exhibits and Financial Statement Schedules**

***(a) 1. Financial Statements***

The following consolidated financial statements of Synovus and its subsidiaries are incorporated by reference from pages F-2 through F-39 of the Financial Appendix.

Consolidated Balance Sheets    December 31, 2004 and 2003

Consolidated Statements of Income    Years Ended December 31, 2004, 2003 and 2002

Consolidated Statements of Changes in Shareholders' Equity    Years Ended December 31, 2004, 2003 and 2002

Consolidated Statements of Cash Flows    Years Ended December 31, 2004, 2003 and 2002

Notes to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

Management's Report on Internal Control Over Financial Reporting

Report of Independent Registered Public Accounting Firm

***2. Financial Statement Schedules***

Financial Statement Schedules    None applicable because the required information has been incorporated in the consolidated financial statements and notes thereto of Synovus and its subsidiaries which are incorporated by reference herein.

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***3. Exhibits***

The following exhibits are filed herewith or are incorporated to other documents previously filed with the Securities and Exchange Commission. Exhibits 10.1 through 10.28 pertain to executive compensation plans and arrangements. With the exception of those portions of the Financial Appendix and Proxy Statement that are expressly incorporated by reference in this Form 10-K, such documents are not to be deemed filed as part of this Form 10-K.

Exhibit Number	Description
3.1	Articles of Incorporation of Synovus, as amended, incorporated by reference to Exhibit 4(a) of Synovus Registration Statement on Form S-8 filed with the SEC on July 23, 1990 (File No. 33-35926).
3.2	Bylaws, as amended, of Synovus, incorporated by reference to Exhibit 3.1 of Synovus Current Report on Form 8-K dated October 20, 2004 as filed with the SEC on October 20, 2004.
4.1	Form of Rights Agreement, incorporated by reference to Exhibit 4.1 of Synovus Registration Statement on Form 8-A dated April 28, 1999 filed with the SEC on April 28, 1999 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

**10. EXECUTIVE COMPENSATION PLANS AND ARRANGEMENTS**

10.1	Employment Agreement of James D. Yancey with Synovus, incorporated by reference to Exhibit 10.1 of Synovus Registration Statement on Form S-1 filed with the SEC on December 18, 1990 (File No. 33-38244).
10.2	Incentive Bonus Plan of Synovus, incorporated by reference to Exhibit 10.5 of Synovus Registration Statement on Form S-1 filed with the SEC on December 18, 1990 (File No. 33-38244).
10.3	Director Stock Purchase Plan of Synovus, incorporated by reference to Exhibit 10.3 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed with the SEC on March 22, 2000.
10.4	Synovus Financial Corp. 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.4 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 21, 2002.

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- 10.5 Synovus Financial Corp. Deferred Stock Option Plan, incorporated by reference to Exhibit 10.5 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 21, 2002.
- 10.6 Synovus Financial Corp. Directors' Deferred Compensation Plan, incorporated by reference to Exhibit 10.7 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 21, 2002.
- 10.7 Wage Continuation Agreement of Synovus, incorporated by reference to Exhibit 10.8 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 29, 1993.
- 10.8 1991 Stock Option Plan for Key Executives of Synovus, incorporated by reference to Exhibit 10.9 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 29, 1993.
- 10.9 Synovus Financial Corp. 1992 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.10 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 29, 1993.
- 10.10 Agreement in Connection with Personal Use of Company Aircraft, incorporated by reference to Exhibit 10.10 of Synovus' Annual Report on Form 10-K for the year ended December 31, 2003, as filed with the SEC on March 9, 2004.
- 10.11 Life Insurance Trusts, incorporated by reference to Exhibit 10.12 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 29, 1993.
- 10.12 Supplemental Compensation Agreement, Incentive Compensation Agreements and Performance Compensation Agreement with Richard E. Anthony; which Agreements were assumed by Synovus on December 31, 1992 as a result of its acquisition of First Commercial Bancshares, Inc.; and which stock awards made pursuant to the Agreements were converted at a ratio of 1.5 to 1, the exchange ratio applicable to the merger, incorporated by reference to Exhibit 10.13 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the SEC on March 29, 1993.
- 10.13 1993 Split Dollar Insurance Agreement of Synovus, incorporated by reference to Exhibit 10.14 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 1993, as filed with the SEC on March 28, 1994.

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- 10.14 1995 Split Dollar Insurance Agreement of Synovus, incorporated by reference to Exhibit 10.15 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 1994, as filed with the SEC on March 24, 1995.
- 10.15 Synovus Financial Corp. 1994 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.16 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 1994, as filed with the SEC on March 24, 1995.
- 10.16 Synovus Financial Corp./Total System Services, Inc. Deferred Compensation Plan, incorporated by reference to Exhibit 10.17 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the SEC on March 21, 2002.
- 10.17 Synovus Financial Corp. Executive Bonus Plan, incorporated by reference to Exhibit 10.18 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 1995, as filed with the SEC on March 25, 1996.
- 10.18 Change of Control Agreements for executive officers, incorporated by reference to Exhibit 10.2 of Synovus Current Report on Form 8-K dated January 19, 2005, as filed with the SEC on January 20, 2005.
- 10.19 Consulting Agreement of Joe E. Beverly, incorporated by reference to Exhibit 10.20 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 1996, as filed with the SEC on March 6, 1997.
- 10.20 Employment Agreement of James H. Blanchard, incorporated by reference to Exhibit 10 of Synovus Quarterly Report on Form 10-Q for the quarter ended September 30, 1999, as filed with the SEC on November 15, 1999.
- 10.21 Synovus Financial Corp. 2000 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.22 of Synovus Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed with the SEC on March 22, 2000.
- 10.22 Form of Stock Option Agreement for the: (i) Synovus Financial Corp. 1994 Long-Term Incentive Plan; (ii) Synovus Financial Corp. 2000 Long-Term Incentive Plan; and (iii) Synovus Financial Corp. 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 of Synovus Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, as filed with the SEC on November 9, 2004.

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- 10.23 Summary of Board of Directors Compensation for 2005, incorporated by reference to Exhibit 10.1 of Synovus Current Report on Form 8-K dated January 19, 2005, as filed with the SEC on January 20, 2005.
- 10.24 Form of Restricted Stock Award Agreement for the Synovus 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 of Synovus Current Report on Form 8-K dated January 19, 2005, as filed with the SEC on January 25, 2005.
- 10.25 Form of Performance-Based Restricted Stock Award Agreement for the Synovus 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.2 of Synovus Current Report on Form 8-K dated January 19, 2005, as filed with the SEC on January 25, 2005.
- 10.26 Form of Non-Employee Director Restricted Stock Award Agreement for the Synovus 2002 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 of Synovus Current Report on Form 8-K dated February 1, 2005, as filed with the SEC on February 3, 2005.
- 10.27 Base Salaries of Named Executive Officers of Synovus.
- 10.28 Consulting Agreement of James D. Yancey, incorporated by reference to Exhibit 10.1 of Synovus Current Report on Form 8-K dated January 19, 2005, as filed with the SEC on January 19, 2005.
- 21.1 Subsidiaries of Synovus Financial Corp.
- 23.1\* Consents of Independent Registered Public Accounting Firm.
- 24.1 Powers of Attorney contained on the signature pages of the 2004 Annual Report on Form 10-K.
- 31.1\* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.1 Financial Appendix to the Proxy Statement for the Annual Meeting of Shareholders of Synovus to be held on April 28, 2005.

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99.2\* Annual Report on Form 11-K for the Synovus Financial Corp. Employee Stock Purchase Plan for the year ended December 31, 2004.

99.3\* Annual Report on Form 11-K for the Synovus Financial Corp. Director Stock Purchase Plan for the year ended December 31, 2004.

\*Filed herewith

Synovus agrees to furnish the SEC, upon request, a copy of each instrument with respect to issues of long-term debt. The principal amount of any individual instrument, which has not been previously filed, does not exceed ten percent of the total assets of Synovus and its subsidiaries on a consolidated basis.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, Synovus Financial Corp. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SYNOVUS FINANCIAL CORP.

April 26, 2005

By: /s/ James H. Blanchard  
James H. Blanchard,  
Principal Executive Officer