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SYNOVUS FINANCIAL CORP
Form 10-K/A
April 10, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
Amendment No. 1

(Mark One)

Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2001 or

Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission file number 1-10312

SYNOVUS FINANCIAL CORP.
(Exact Name of Registrant as specified in its charter)

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

One Arsenal Place, 901 Front Avenue
Suite 301, Columbus, Georgia 31901
(Address of principal executive offices) (Zip Code)
(Registrant's telephone number, including area code) (706) 649-5220

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.

As of February 15, 2002, 294,807,278 shares of the \$1.00 par value common stock of Synovus Financial Corp. were outstanding, and the aggregate market value of the shares of \$1.00 par value common stock of Synovus Financial Corp. held by non-affiliates was approximately \$6,650,587,000 (based upon the closing per share price of such stock on said date).

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Portions of Registrant's Proxy Statement, including Financial Appendix, dated March 14, 2002 are incorporated in Parts I, II, III and IV of this report.

The undersigned registrant hereby amends Item 14 of its Annual Report on Form 10-K for the year ended December 31, 2001 by adding Exhibit 99.1, the Annual Report on Form 11-K for the Synovus Financial Corp. Employee Stock Purchase Plan for the year ended December 31, 2001 and by adding Exhibit 99.2, the Annual Report on Form 11-K for the Synovus Financial Corp. Director Stock Purchase Plan for the year ended December 31, 2001 as set forth below and in the attached exhibits.

Part IV

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) 1. Financial Statements

The following Consolidated Financial Statements of Synovus Financial Corp. and its subsidiaries are specifically incorporated by reference from pages F-2 through F-22 and F-24 of the Financial Appendix to Synovus' Proxy Statement in connection with its Annual Shareholders' Meeting to be held on April 24, 2002, in response to Item 8, Part II, Financial Statements and Supplementary Data.

Consolidated Balance Sheets - December 31, 2001 and 2000

Consolidated Statements of Income - Years Ended December 31, 2001, 2000 and 1999

Consolidated Statements of Changes in Shareholders' Equity - Years Ended December 31, 2001, 2000 and 1999

Consolidated Statements of Cash Flows - Years Ended December 31, 2001, 2000 and 1999

Notes to Consolidated Financial Statements - December 31, 2001, 2000 and 1999

Independent Auditors' Report

2. Financial Statement Schedules

Financial Statement Schedules - None applicable because the required information has been incorporated in the Consolidated Financial Statements of Synovus Financial Corp. and its subsidiaries incorporated by reference herein.

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3. Exhibits

| Exhibit Number | Description |
|-------------------|-------------|
| ----- | ----- |

| | |
|-----|---|
| 3.1 | Articles of Incorporation, as amended, of Synovus Financial Corp. ("Synovus") incorporated by reference to Exhibit 4(a) of Synovus' Registration Statement on |
|-----|---|

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Form S-8 filed with the Securities and Exchange Commission on July 23, 1990 (File No. 33-35926).

- 3.2 Bylaws, as amended, of Synovus, incorporated by reference to Exhibit 4.2 of Synovus' Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 31, 2000 (File No. 333-38232).
- 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 Commission 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 Commission 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 Commission 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 Commission on March 22, 2000.
- 10.4 Synovus Financial Corp. 2002 Long-Term Incentive Plan.
- 10.5 Synovus Financial Corp. Deferred Stock Option Plan.
- 10.6 Consulting Agreement of H. Lynn Page with Synovus incorporated by reference to Exhibit 10.6 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the Commission on March 29, 1993.
- 10.7 Synovus Financial Corp. Directors' Deferred Compensation Plan.
- 10.8 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 Commission on March 29, 1993.
- 10.9 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 Commission on March 29, 1993.
- 10.10 Synovus Financial Corp. 1992 Long-Term Incentive Plan

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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 Commission on March 29, 1993.

- 10.11 Agreement in Connection with Use of Aircraft incorporated by reference to Exhibit 10.11 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1992, as filed with the Commission on March 29, 1993.
 - 10.12 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 Commission on March 29, 1993.
 - 10.13 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 Commission on March 29, 1993.
 - 10.14 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 Commission on March 28, 1994.
 - 10.15 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 Commission on March 24, 1995.
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- 10.16 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 Commission on March 24, 1995.
 - 10.17 Synovus Financial Corp./Total System Services, Inc. Deferred Compensation Plan.
 - 10.18 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 Commission on March 25, 1996.
 - 10.19 Change of Control Agreements incorporated by reference to Exhibit 10.19 of Synovus' Annual Report on Form 10-K for the fiscal year ended December 31, 1995, as filed with the Commission on March 25, 1996.

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- 10.20 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 Commission on March 6, 1997.
 - 10.21 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 Commission on November 15, 1999.
 - 10.22 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 Commission on March 22, 2000.
 - 20.1 Proxy Statement, including Financial Appendix, for the Annual Meeting of Shareholders of Synovus to be held on April 24, 2002 certain specified pages of which are specifically incorporated herein by reference.
 - 21.1 Subsidiaries of Synovus Financial Corp.
 - 23.1 Independent Auditors' Consents.
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- 24.1 Powers of Attorney contained on the signature pages of the 2001 Annual Report on Form 10-K.
 - 99.1 Annual Report on Form 11-K for the Synovus Financial Corp. Employee Stock Purchase Plan for the year ended December 31, 2001.
 - 99.2 Annual Report on Form 11-K for the Synovus Financial Corp. Director Stock Purchase Plan for the year ended December 31, 2001.

Synovus agrees to furnish the Commission, 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.

(b) Reports on Form 8-K

On October 17, 2001, Synovus filed a Form 8-K with the Commission in connection with the announcement of its earnings for the third quarter of 2001.

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SIGNATURES

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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.
(Registrant)

April 8, 2002

By: /s/James H. Blanchard
James H. Blanchard,
Chairman of the Board and
Principal Executive Officer

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INDEX TO EXHIBITS

| Exhibit Number ----- | Description ----- |
|----------------------------|---|
| 23.1 | Auditors' Consents |
| 99.1 | Annual Report on Form 11-K for the Synovus Financial Corp. Employee Stock Purchase Plan for the year ended December 31, 2001. |
| 99.2 | Annual Report on Form 11-K for the Synovus Financial Corp. Director Stock Purchase Plan for the year ended December 31, 2001. |

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