SYNOVUS FINANCIAL CORP
Form 4
February 11, 2014

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 *
KAMENSKY ALLAN E

(Last) (First) (Middle)
P.O. 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)
02/10/2014

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)
__X__ Other (specify below)
EVP and Corporate Secretary / General Counsel

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	02/10/2014		A		29,762 (1)	A	$ 3.36	120,798	D	
Common Stock	02/10/2014		A		33,334 (2)	A	$ 3.36	154,132	D	
Common Stock	02/10/2014		A		50,000 (3)	A	$ 3.36	204,132	D	
Common Stock								13,795	I	By Children

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
KAMENSKY ALLAN E P.O. 120 COLUMBUS, GA 31902			EVP and Corporate Secretary	General Counsel

Signatures

/s/ Mary Maurice Young	02/11/2014
**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) These shares are subject to restricted stock units. The units vest 1/3 each year over a three-year period subject to the reporting person's continued employment with Synovus.

(2) These shares are subject to performance stock units (the "PSUs"). The PSUs have a service-based vesting component as well as performance vesting requirement. Under the service-based vesting component, the PSUs vest 100% after three years subject to the reporting person's continued employment with Synovus. Under the performance vesting component, Synovus' weighted average return on average assets is measured over a three-year performance period. The actual payout of the PSUS can range from 0% to 150% of the target amount based upon Synovus' weighted average return on average assets during the performance period compared to the performance formula approved by the Compensation Committee of Synovus' Board of Directors.

(3)

These shares are subject to market restricted stock units (the "MRSUs"). The MRSUs have a service-based vesting component as well as a Total Shareholder Return Multiplier. Under the service-based vesting component, the MRSUs vest 1/3 each year over a three-year period subject to the reporting person's continued employment with Synovus. Under the Total Shareholder Return multiplier, the "target" amount of MRSUs which vest each year can be adjusted upward or downward 25% based upon Synovus' total shareholder return during each year.

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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