

Copeland R Dallis JR
 Form 4
 February 12, 2018

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 *
 Copeland R Dallis JR

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)
 02/08/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP/Chief Banking Officer

COLUMBUS, GA 31902

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/08/2018		A		3,558 <u>(1)</u>	A	\$ 47.23 43,946 D
Common Stock	02/08/2018		A		2,372 <u>(2)</u>	A	\$ 47.23 46,318 D

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
Copeland R Dallis JR P.O. BOX 120 COLUMBUS, GA 31902			EVP/Chief Banking Officer	

Signatures

/s/ Mary Maurice Young 02/12/2018

__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).

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, two performance measures

- (1) (weighted average return on average assets and weighted average return on tangible common equity) are measured over a three-year performance period, with each measure applying to one-half of the PSUs awarded to the reporting person. The actual payout of the PSUs may range from 0% to 150% of the target amount based upon the results of the two performance measures during the performance period compared to the performance formula approved by the Compensation Committee of Synovus' Board of Directors.

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 vesting component. Under the service-based vesting component, the MRSUs vest 1/3 each year

- (2) over a three-year period subject to the reporting person's continued employment with Synovus. Under the Total Shareholder Return multiplier based component, the target amount of MRSUs which vest each year may 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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