

SYNOVUS FINANCIAL CORP
 Form 4/A
 February 01, 2008

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 *
 PRESCOTT THOMAS J

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)
 01/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

COLUMBUS, GA 31902
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/01/2008

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 | (A) or (D) | Price |
| common stock | 01/31/2008 | | A | | 11,011 | A | \$ 0 |
| common stock | 01/31/2008 | | F | | 2,200 | D | \$ 13.21 |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| employee stock option (right to buy) | \$ 13.18 | 01/31/2008 | | A | 225,000 | 01/31/2011 ⁽³⁾ | 01/30/2018 | common stock | 225,000 |
| employee stock option (right to buy) | \$ 13.18 | 01/31/2008 | | A | 44,046 | 01/31/2009 ⁽⁴⁾ | 01/30/2018 | common stock | 44,046 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRESCOTT THOMAS J P. O. BOX 120 COLUMBUS, GA 31902 | | | EVP and CFO | |

Signatures

Garilou Page,
Attorney-in-Fact
Date: 02/01/2008

**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) Includes shares acquired through dividend reinvestment and the issuer's employee stock purchase plan.
- (2) These shares were withheld by the issuer in order to satisfy the tax withholding obligation of the reporting person associated with the vesting of a portion of a restricted stock award previously granted to the reporting person.
- (3) These options vest annually in 33% increments beginning on January 31, 2011.
- (4) These options vest annually in 33% increments beginning on January 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.