

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fry Michael W.</u>  (Last) (First) (Middle) <u>777 108TH AVE NE</u> <u>SUITE 1200</u>  (Street) <u>BELLEVUE WA 98004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Symetra Financial CORP [ SYA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP-Benefits Division</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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 <sup>(1)</sup>	02/01/2016		D		41,617	D	\$32 <sup>(2)</sup>	0	D	
Common Stock (Restricted) <sup>(1)</sup>	02/01/2016		D		20,655	D	\$32 <sup>(3)</sup>	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy) <sup>(1)</sup>	\$26.2	02/01/2016		D			300,000	(4)	06/30/2018	Common Stock	300,000	(4)	0	D	

**Explanation of Responses:**

- On February 1, 2016, Sumitomo Life Insurance Company acquired the Issuer pursuant to the Agreement and Plan of Merger by and among the Issuer, Sumitomo Life Insurance Company and SLIC Financial Corporation dated as of August 11, 2015 (the "Merger Agreement").
- The Merger Agreement provides that, at the Effective Time (as defined in the Merger Agreement), each outstanding share of the Issuer's common stock owned by the reporting person was cancelled and converted into the right to receive \$32.00 in cash (the "per share merger consideration").
- The Merger Agreement provides that, at the Effective Time, each outstanding restricted share of the Issuer's common stock owned by the reporting person was cancelled and converted into the right to receive the per share merger consideration.
- The Merger Agreement provides that, at the Effective Time, each outstanding stock option owned by the reporting person that has an exercise price per share of common stock underlying the stock option that is less than the per share merger consideration, will be cancelled and converted into the right to receive an amount in cash, without interest, determined by multiplying (i) the excess of the per share merger consideration over the exercise price of such stock option by (ii) the number of shares of common stock underlying the stock option.

**Remarks:**

Jacqueline M. Veneziani, 02/02/2016  
Attorney In Fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.