SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

Schamis David Ira			. Date of Event equiring Staten Month/Day/Year 1/21/2010	nent	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Symetra Financial CORP</u> [ SYA ]						
(Last) 777 108TH A	(First) VE NE	(Middle)				tionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
SUITE 1200						Officer (give title below)	Other (spe below)	cify	Appli	cable Line)	/Group Filing (Check
(Street) BELLEVUE	WA	98004									y One Reporting Person y More than One erson
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock						2,175,000	I		By J.C. Flowers & Co. LLC <sup>(1)</sup>		
Table II - Derivative Securities Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4) 2. Date Exerce Expiration Date (Month/Day)			ate		itle and Amount of Secur lerlying Derivative Securi	ty (Instr. 4) Conve or Exe		rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price o Derivat Securit	tive	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. Represents shares owned by affiliates of J.C. Flowers & Co. LLC, of which Mr. Schamis is a Managing Director. Mr. Schamis disclaims beneficial ownership of all such shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

**Remarks:** 

Remarks: Exhibit List: Exhibit 24-Power of Attorney

## Jacqueline M. Veneziani,

Attorney in Fact

01/21/2010

\*\* 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 5 (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.

## POWER OF ATTORNEY SEC SECTION 16 FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of George C. Pagos, Jacqueline M. Veneziani, and Thomas J. Hall, each with the power to act individually, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Symetra Financial Corporation or one or more of its subsidiaries (collectively, the "Corporation"), Forms 3, 4, and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) submit a Form ID for purposes of obtaining an EDGAR filing code, if necessary; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. Accordingly, the undersigned hereby agrees to indemnify each Attorney for and to hold each Attorney harmless against any loss, liability, penalty, claim, damage, settlement, judgment, cost or expense incurred on the Attorney's part and arising out of or in connection with actions taken by such Attorney that are authorized hereunder, as determined in such Attorney's discretion.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of October, 2007.

/s/ David Schamis Signature

David Schamis Print Name If yes, we would appreciate if you would locate those codes and list them below:

Central Index Key (CIK) Code: 0001377409

CIK Confirmation Code (CCC): efh9n@ug

If you have not been a Section 16 filer previously, we will submit the requisite forms to the SEC in order to obtain these codes for you.

[SIGNATURE PAGE ? SEC SECTION 16 FILINGS POWER OF ATTORNEY]