

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Grady Lois W</u>  (Last) (First) (Middle)  <u>777 108TH AVE NE</u> <u>SUITE 1200</u>  (Street)  <u>BELLEVUE</u> <u>WA</u> <u>98004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Symetra Financial CORP</u> [ <u>SYA</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		7,000	D	\$32 <sup>(2)</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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. 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").
2. 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.

Remarks:

EXHIBIT LIST: EX-24 Grady POA

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

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David S. Goldstein, Jacqueline M. Veneziani, Julie M. Bodmer and any (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 (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 (3) submit a Form ID for purposes of obtaining an EDGAR filing code, if necessary; (4) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information from any third party, including the Corporation, broker (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any Attorney-in-Fact, may be of benefit to, in the interest of the Corporation. The undersigned acknowledges that: (1) this Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act at his or her discretion on information provided to such Attorney-in-Fact; (2) the foregoing Attorney-in-Fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any obligation (3) this Power of Attorney does not relieve the undersigned from responsibility from compliance with the undersigned's obligations under Section 16 of the Securities Exchange Act of 1934. The undersigned hereby grants to each Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper or allowable to be done for the purposes outlined in the first paragraph hereof and to execute and deliver all instruments and documents in connection herewith. This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof. 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 securities. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of February, 2013.

/s/ Lois W. Grady  
Signature

Lois W. Grady  
Print Name