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

Murphy Colleen			. Date of Event Requiring Staten Month/Day/Year 1/15/2010	nent	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Symetra Financial CORP</u> [SYA]						
(Last) (First) (Middle) 777 108TH AVE NE				(Check	tionship of Reporting Perse all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify		5. If Amendment, Date of Original Filed (Month/Day/Year)			
SUITE 1200 (Street) BELLEVUE (City)	WA (State)	98004 (Zip)			Х	below) SVP - Corporate C	below)	City		cable Line) Form filed b	/Group Filing (Check y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)				2	2. Amount of Securities 3. Beneficially Owned (Instr. 4) or		3. Ownership		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock (Restricted)						3,207	D				
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4) 2. Date Exer Expiration D (Month/Day/			ate		tle and Amount of Secur erlying Derivative Securi	ty (Instr. 4) Conve or Exe		rcise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	n Title		Amount or Number of Shares	Price o Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

Remarks:

Remarks: Exhibit List: Exhibit 24-Power of Attorney

Jacqueline M. Veneziani, Attorney-in-Fact

<u>11/23/2010</u>

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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 Ellen J. Beardsley, and each of them and each of their respective successors, as the undersigned's true and lawful attorney-in-fact (the "Attorney-in-Fact"), each with the power to act alone for the undersigned and in the undersigned's name, place and stead 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, as amended (the "Exchange Act") 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;

(4) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information from any third party, including the Corporation, brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact; and

(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 best interest of, or legally required by, the undersigned, it being understood that the documents executed by any 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 Attorney-in-Fact may approve in his or her discretion.

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 without independent verification of such information;

(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 of the undersigned's responsibilities to comply with Section 16 of the Exchange Act, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act. Accordingly, the undersigned hereby agrees to indemnify each Attorney-in-Fact for and to hold each Attorneyin-Fact harmless against any loss, liability, penalty, claim, damage, settlement, judgment, cost or expense incurred on the Attorney-in-Fact's part and arising out of or in connection with actions taken by such Attorney-in-Fact that are authorized hereunder, as determined in such Attorney-in-Fact discretion; and

(3) this Power of Attorney does not relieve the undersigned from responsibility from compliance with the undersigned's obligations under Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act.

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, 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 any 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.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

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, (a) unless earlier revoked by the undersigned in a signed writing

delivered to the foregoing Attorneys-in-Fact, or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of November, 2010.

/s/ Colleen Murphy ------Signature

Colleen Murphy - -----Print Name