

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
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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</u> <u>WA</u> <u>98004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Symetra Financial CORP [SYA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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> 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
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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			

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$28	11/11/2014		D ⁽¹⁾			300,000	(1)	06/30/2018	Common Stock	300,000	(1)	0	D	
Stock Option (Right to Buy)	\$26.7	11/11/2014		A ⁽¹⁾		300,000		(1)	06/30/2018	Common Stock	300,000	(1)	300,000	D	

Explanation of Responses:

1. On October 24, 2014, Symetra Financial Corporation's board of directors declared an extraordinary cash dividend to shareholders of record as of November 7, 2014 of \$1.30 per common share. Pursuant to the provisions of the Symetra Financial Corporation Equity Plan, on November 11, 2014, Symetra Financial Corporation's compensation committee approved a non-discretionary adjustment to outstanding stock options to reduce the exercise price of the options from \$28 per share to \$26.70 to reflect distribution of the extraordinary dividend to shareholders. The Securities and Exchange Commission deems any adjustment to the exercise price of an outstanding option to be a cancellation of the "old" option and a grant of a replacement option; therefore, these two reported transactions reflect the amendment of that stock option. The amended stock option was originally granted on September 15, 2010 and vests on June 30, 2017.

Remarks:

Jacqueline M. Veneziani,
Attorney In Fact
** Signature of Reporting Person Date 11/13/2014

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.