

SYNCHRONOSS TECHNOLOGIES INC

Form 4

January 31, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hilbert Paula J

2. Issuer Name and Ticker or Trading Symbol
SYNCHRONOSS
TECHNOLOGIES INC [SNCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Executive Vice President

200 CROSSING BLVD., EIGHTH FLOOR

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

BRIDGEWATER, NJ 08807

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/29/2014 | | M | 1,926 ⁽¹⁾ | \$ 0 | 24,184 | D |
| Common Stock | 01/29/2014 | | S | 180 ⁽²⁾ | \$ 27.46 | 24,004 | D |
| Common Stock | 01/29/2014 | | M | 5,394 | \$ 20.71 | 29,398 | D |
| Common Stock | 01/29/2014 | | S | 5,394 ⁽²⁾ | \$ 27.67 | 24,004 | D |

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 2013 Performance Shares | \$ 0 | 01/29/2014 | | M | 1,926 | (3) (3) | Common Stock 1,926 |
| Stock Option (Right to Purchase) | \$ 20.71 | 01/29/2014 | | M | 5,394 | 10/27/2011(4) 10/27/2017 | Common Stock 5,394 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hilbert Paula J 200 CROSSING BLVD. EIGHTH FLOOR BRIDGEWATER, NJ 08807 | | | Executive Vice President | |

Signatures

/s/ Paula J. Hilbert 01/31/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares of restricted stock granted pursuant to the Company's 2006 Equity Incentive Plan.
- (2)

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All of the sales reported on this Form were effected pursuant to an approved Rule 10b5-1 trading plan. Represents sale to cover vesting of shares of Restricted Stock.

- (3) Performance Shares awarded February 14, 2013. The participant earned 1,926 shares based on the achievement of certain pre-established performance goals during the 2013 fiscal year. One-third of the shares vested upon issuance; the remaining shares will vest in equal installments on February 14, 2015 and February 14, 2016.

- (4) Th option shall become exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after October 27, 2010. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.