

Symetra Financial CORP
Form SC 13G/A
February 11, 2013
DOCUMENT TYPE SC 13G/A
TEXT

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934

Amendment # 2

Name of Issuer: Symetra Financial Corp

Title of Class
of Securities: Common Stock

CUSIP Number: 87151Q106

1) NAME AND I.R.S. IDENTIFICATION NO. OF REPORTING PERSON

Prudential Financial, Inc. 22-3703799

2.) MEMBER OF A GROUP: (a) N/A
(b) N/A

3) SEC USE ONLY:

4) PLACE OF ORGANIZATION: New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH:

5) Sole Voting Power: 1,186,843 See Exhibit A
6) Shared Voting Power: 5,641,451 See Exhibit A
7) Sole Dispositive Power: 1,186,843 See Exhibit A
8) Shared Dispositive Power: 5,988,119 See Exhibit A

9) AGGREGATE AMOUNT BENEFICIALLY OWNED: 7,174,962 See Exhibit A

10) AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES: Not Applicable

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 6.0 See Exhibit A

12) TYPE OF REPORTING PERSON: HC

ITEM 1(a). NAME OF ISSUER:

Symetra Financial Corp

ITEM 1(b). ADDRESS OF ISSUER'S EXECUTIVE OFFICES:

777 108TH Avenue NE
Suite 1200
Bellevue, WA 98004-5135

ITEM 2(a). NAME OF PERSON FILING:

Prudential Financial, Inc.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

751 Broad Street
Newark, New Jersey 07102-3777

ITEM 2(c). CITIZENSHIP:

New Jersey

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

87151Q106

ITEM 3. The Person filing this statement is a Parent Holding Company as defined in Section 240.13d-1(b)(1)(ii)(G) of the Securities Exchange Act of 1934.

ITEM 4. OWNERSHIP:

(a) Number of Shares
Beneficially Owned: 7,174,962
See Exhibit A

(b) Percent of Class: 6.0

| (c) Powers | No. Of Shares |
|---|-------------------------|
| ----- | ----- |
| Sole power to vote or to direct the vote | 1,186,843 See Exhibit A |
| Shared power to vote or | 5,641,451 See Exhibit A |

to direct the vote

Sole power to dispose or 1,186,843 See Exhibit A
to direct disposition

Shared power to dispose 5,988,119 See Exhibit A
or to direct disposition

ITEM 5. OWNERSHIP OF 5% OR LESS OF A CLASS:

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON:

Our clients may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities which are the subject of this filing.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE ULTIMATE PARENT COMPANY:

See Exhibit A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10. CERTIFICATION:

By signing below, Prudential Financial, Inc. certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Prudential Financial, Inc. certifies that the information set forth in this statement is true, complete and correct.

PRUDENTIAL FINANCIAL, INC.

By: Richard Baker
Second Vice President

Date: 02/11/2013
As of: 12/31/2012

Exhibit A

ITEM 4. OWNERSHIP:

Through its parent/subsidiary relationship, Prudential Financial, Inc. may be deemed the beneficial owner of the same securities as the Item 7 listed subsidiaries and may have direct or indirect voting and/or investment discretion over 7,174,962 shares.

These shares were acquired in the ordinary course of business, and not with the purpose or effect of changing or influencing control of the Issuer. The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for the purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of these shares.

ITEM 7. IDENTIFICATION/CLASSIFICATION:

Prudential Financial, Inc. is a Parent Holding Company and the indirect parent of the following subsidiaries, who are the beneficial owners of the number and percentage of securities which are the subject of this filing as set forth next to their names:

| Subsidiaries | | Number of Shares | Percentage |
|---|--------|---------------------|------------|
| The Prudential Insurance Company of America | IC, IA | 113,000 | 0.09% |
| Jennison Associates LLC | IA | 6,463,869 | 5.43% |
| Prudential Investment Management, Inc. | IA | 0 | 0% |

Quantitative Management Associates LLC IA 598,093 0.50%

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)CodeVAmount(A) or (D)Price

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

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 control number.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock / Units ⁽¹⁾ | \$ 0 | 05/23/2012 | | A | 5,744 | ⁽²⁾ ⁽²⁾ | Common Stock ⁽³⁾ | 5,744 |
| Option (Buy \$82.63) ⁽¹⁾ | \$ 82.63 | 05/23/2012 | | A | 15,215 | ⁽⁴⁾ 05/22/2022 | Common Stock ⁽³⁾ | 15,215 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bedingfield John R. 2000 POST OAK BLVD SUITE 100 HOUSTON, TX 77056 | | | Vice President | |

Signatures

Cheri L. Peper,
Attorney-in-Fact

05/24/2012

__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) With tandem tax withholding right
- (2) Restricted stock units granted 05/22/2012 under employer plan - data received from plan administrator on 05/23/2012. The units vest 25% per year on 06/01/2013, 05/22/2014, 05/22/2015 and 05/22/2016.
The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not currently exercisable or separately tradable and presently are evidenced by certificates for shares of the common stock. Value attributable to such Rights, if any, is reflected in the market price of the common stock.
- (3) Stock option granted 05/22/2012 under employer plan - data received from the plan administrator on 05/23/2012. Exercisable ratably over four years beginning 06/22/2013.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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