

Chamoun George
Form 4
February 16, 2012

FORM 4

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

OMB APPROVAL

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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 *
Chamoun George

(Last) (First) (Middle)

C/O SYNACOR, INC., 40 LA RIVIERE DRIVE, SUITE 300

(Street)

SAN FRANCISCO, CA 14202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Synacor, Inc. [SYNC]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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	08/31/2011		M	150,000 A \$ 0.04	194,388	D	
Common Stock	09/22/2011		M	137,163 A \$ 0.04	331,551	D	
Common Stock	12/14/2011		G	3,512.5 D \$ 0	328,038.5	D	
Common Stock	12/14/2011		G	3,512.5 D \$ 0	324,526	D	
Common Stock	12/14/2011		G	3,512.5 D \$ 0	321,013.5	D	

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Common Stock	12/14/2011	G	3,512.5	D	\$ 0	317,501	D
Common Stock	02/15/2012	S	30,000	D	\$ 0.05	287,501	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to purchase)	\$ 3.32	08/16/2011		A	100,000	<u>(1)</u> 08/15/2021	Common Stock	1	
Employee Stock Option (right to purchase)	\$ 0.04	08/31/2011		M	150,000	<u>(2)</u> 03/12/2013	Common Stock	1	
Employee Stock Option (right to purchase)	\$ 0.04	09/22/2011		M	137,163	<u>(2)</u> 03/12/2013	Common Stock	1	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chamoun George C/O SYNACOR, INC. 40 LA RIVIERE DRIVE, SUITE 300 SAN FRANCISCO, CA 14202			Executive Vice President	

Signatures

/s/ William J.
Stuart, POA

02/16/2012

__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) The option was exercisable for 30,120 shares immediately upon the date of grant and became exercisable for an additional 30,120 shares on December 31, 2011. The option will become exercisable for an additional 30,120 shares on December 31, 2012 and for the remaining 9,640 shares on December 31, 2013, subject to the Reporting Person's continuous service through such dates. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. 25% of the shares subject to the option vest upon completion of 12 months of continuous service after September 1, 2011 and the remainder vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continued employment through such dates.

(2) The option became exercisable on September 13, 2003, the six-month anniversary of the date of grant. Shares purchased upon exercise of the option were subject to repurchase by the Issuer until vested. The shares subject to the option vested in 48 equal monthly installments starting on December 18, 2002, subject to the Reporting Person's continuous employment through such dates.

Remarks:

Date of Earliest Transaction: The transaction giving rise to this Form 4 filing occurred on February 15, 2012. In accordance with

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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