

Irving Lawrence R.
Form 4
March 07, 2011

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 *
Irving Lawrence R.

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)
750 ROUTE 202, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2011

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

BRIDGEWATER, NJ 08807

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/03/2011 | | M | | 10,000 | A | \$ 8.98 |
| Common Stock | 03/04/2011 | | M | | 10,000 | A | \$ 8.98 |
| Common Stock | 03/03/2011 | | S | | 10,000 | D | \$ 34.07 <u>(1)</u> |
| Common Stock | 03/04/2011 | | S | | 10,000 | D | \$ 34.06 <u>(2)</u> |

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Purchase) | \$ 8.98 | 03/03/2011 | | M | 10,000 | 04/03/2007 04/03/2016 ⁽³⁾ | Common Stock | 10,000 |
| Stock Option (Right to Purchase) | \$ 8.98 | 03/04/2011 | | M | 10,000 | 04/03/2007 04/03/2016 ⁽³⁾ | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Irving Lawrence R. 750 ROUTE 202 SUITE 600 BRIDGEWATER, NJ 08807 | | | Chief Financial Officer | |

Signatures

/s/ Lawrence R. Irving
03/07/2011
Date

**Signature of Reporting Person

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)

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The weighted average sales price is reported as stock sales were aggregated for reporting purposes. The per share transaction price ranged from \$33.55 to \$34.42. The reporting person will provide, upon request from an appropriate party, the pre share sales volume and prices.

- (2) The weighted average sales price is reported as stock sales were aggregated for reporting purposes. The per share transaction price ranged from \$33.78 to \$34.44. The reporting person will provide, upon request from an appropriate party, the pre share sales volume and prices.
- (3) The option became exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completed 12 months of continuous service after April 3, 2006. The option becomes 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.

Remarks:

All of the sales reported on this Form were effected pursuant to an approved Rule 10b5-1 trading plan.

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.