

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Chamoun George <small>(Last) (First) (Middle)</small> C/O SYNACOR, INC., 40 LA RIVIERE DRIVE, SUITE 300 <small>(Street)</small> SAN FRANCISCO, CA 14202 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Synacor, Inc. [SYNC] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/15/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/31/2011		M		150000	A	\$0.04	194388	D	
Common Stock	9/22/2011		M		137163	A	\$0.04	331551	D	
Common Stock	12/14/2011		G		3512.50	D	\$ 0	328038.50	D	
Common Stock	12/14/2011		G		3512.50	D	\$ 0	324526	D	
Common Stock	12/14/2011		G		3512.50	D	\$ 0	321013.50	D	
Common Stock	12/14/2011		G		3512.50	D	\$ 0	317501	D	
Common Stock	2/15/2012		S		30000	D	\$0.05	287501	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Employee Stock Option (right to purchase)	\$3.32	8/16/2011		A		100000		(1)	8/15/2021	Common Stock	100000	\$ 0	100000	D	
Employee Stock Option (right to purchase)	\$0.04	8/31/2011		M		150000		(2)	3/12/2013	Common Stock	150000	\$ 0	137163	D	
Employee Stock Option (right to purchase)	\$0.04	9/22/2011		M		137163		(2)	3/12/2013	Common Stock	137163	\$ 0	0	D	

Explanation of Responses:

- (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 Rule 16a-2, transactions which took place within 6 months prior to that date are also reported on this form.

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

2/16/2012

Date

** Signature of Reporting Person

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.

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