

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Waldis Stephen G</u>  (Last) (First) (Middle) <u>750 ROUTE 202 SOUTH</u> <u>SUITE 600</u>  (Street) <u>BRIDGEWATER NJ</u> <u>08807</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>SYNCHRONOSS TECHNOLOGIES</u> <u>INC [ SNCR ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/02/2006</u>		
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	10/02/2006		A <sup>(1)</sup>		10,000	A	\$0	1,949,176	D	
Common Stock								323,448	I	As GP of Waldis Family Partnership

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$8.98	10/02/2006		D <sup>(2)</sup>			11,135	(2)	04/03/2016	Common Stock 11,135	(2)	0	D	
Stock Option (Right to Buy)	\$8.98	10/02/2006		D <sup>(2)</sup>			88,865	(2)	04/03/2016	Common Stock 88,865	(2)	0	D	
Stock Option (Right to Buy)	\$8.98	10/02/2006		A <sup>(2)</sup>		8,908		(2)	04/03/2016	Common Stock 8,908	(2)	8,908	D	
Stock Option (Right to Buy)	\$8.98	10/02/2006		A <sup>(2)</sup>		71,092		(2)	04/03/2016	Common Stock 71,092	(2)	71,092	D	

**Explanation of Responses:**

1. Shares of restricted stock granted pursuant to the Company's 2006 Equity Incentive Plan.

2. The reported transactions involved an amendment of outstanding options resulting in the deemed cancellation of the existing option and the grant of a replacement option. The number of shares underlying the replacement option has been reduced by 20% and a grant of shares of restricted stock under the 2006 Equity Incentive Plan at the rate of 1 share for each 2 rescinded shares has been made in place thereof. In addition, the replacement options are exercisable with respect to 25% of the options when the Reporting Person completes 12 months of continuous service after 4/3/2006. The options 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.

/s/ Stephen G. Waldis

10/04/2006

\*\* Signature of Reporting Person Date

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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