

LPL Financial Holdings Inc.  
Form 4  
March 15, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Calder Tracy

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LPL Financial Holdings Inc. [LPLA]

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

03/13/2017

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)  
Managing Director

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)
				(A) or (D)	Price		
Common Stock	03/13/2017		M	9,561	A \$ 19.85	34,165	D
Common Stock	03/13/2017		S	6,465	D \$ 39.3066	27,700	D
Common Stock	03/13/2017		A	2,412	A \$ 0	30,112 <sup>(3)</sup>	D

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

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SEC 1474 (9-02)

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 19.85	03/13/2017		M	9,561	<sup>(4)</sup>	02/25/2026	Common Stock	9,561
Option to purchase Common Stock	\$ 39.48	03/13/2017		A	8,443	<sup>(5)</sup>	03/13/2027	Common Stock	8,443

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Calder Tracy C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109			Managing Director	

## Signatures

/s/ Gregory M. Woods,  
attorney-in-fact  
03/15/2017  
Date

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.15 to \$39.535, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes to this Form 4.

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(2) These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of March 13, 2018, March 13, 2019 and March 13, 2020. Vested shares will be issued to the reporting person as soon as practicable after the vesting date.

(3) Consists of (i) 3,864 shares of Common Stock; (ii) 21,494 restricted stock units that vest ratably on each February 25, 2018 and February 25, 2019; (iii) 2,342 restricted stock units that vest ratably on each February 25, 2018 and February 25, 2019; and (iv) the restricted stock units reported on this Form 4.

(4) This option became exercisable 9,561 shares on February 25, 2017, which was the first anniversary of the grant date. The remaining shares become exercisable ratably on each of February 25, 2018 and February 25, 2019.

(5) This option becomes exercisable in three equal annual installments on each of March 13, 2018, March 13, 2019 and March 13, 2020.

### **Remarks:**

The signatory is signing on behalf of Tracy Calder pursuant to a Power of Attorney dated January 26, 2016.

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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