

People's United Financial, Inc.
Form 4
August 08, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trautmann Robert E

(Last) (First) (Middle)

PEOPLES UNITED BANK, 850
MAIN STREET

(Street)

BRIDGEPORT, CT 06604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
People's United Financial, Inc.
[PBCT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2016

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 ____ Other (specify
below) below)
Sr Ex VP, Gen Cnsl & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	08/05/2016		M		86,864	A \$ 13.9025	112,761 ⁽¹⁾	D	
Common Stock	08/05/2016		M		11,455	A \$ 12.65	124,216 ⁽¹⁾	D	
Common Stock	08/05/2016		M		87,804	A \$ 12.94	212,020 ⁽¹⁾	D	
Common Stock	08/05/2016		S		186,123	D \$ 15.38 ⁽²⁾	25,897 ⁽¹⁾	D	
Common Stock							71,506	I	Robert Edward

Trautmann
Revocable
Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Option to Buy	\$ 13.9025	08/05/2016		M		86,864		<u>(3)</u>	02/20/2024	Common Stock	86,864
Employee Option to Buy	\$ 12.65	08/05/2016		M		11,455		<u>(4)</u>	02/16/2022	Common Stock	11,455
Employee Option to Buy	\$ 12.94	08/05/2016		M		87,804		<u>(5)</u>	02/21/2023	Common Stock	87,804

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Trautmann Robert E PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604	Sr Ex VP, Gen Cnsl & Secretary

Signatures

/s/ Robert E.
Trautmann

08/05/2016

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) Includes 4,284 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 48 shares acquired through dividend reinvestment) based on 6/30/2016 Plan statement.

This transaction was executed in multiple trades at prices ranging from \$15.37 to \$15.41. The reported price reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, People's United Financial, Inc. or a shareholder of People's United Financial, Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (2)
- (3) Exercisable in annual increments on 3/01/15 (50%); 3/01/16 (25%); and 3/01/17 (25%).
- (4) Exercisable in annual increments on 3/01/16 (50%); 3/01/17 (25%); and 3/01/18 (25%).
- (5) Exercisable in annual increments on 3/01/14 (50%); 3/01/15 (25%); and 3/01/16 (35%).

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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