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WALTERS Form 4													
February 16									ON	/IB APPI	ROVAL		
FORM	4 UNITED) STATES					NGE	COMMISSIO			3235-0287		
Check th if no lon	aar									er:	3235-0287 Ianuary 31, 2005		
subject t Section Form 4 c	o SIAIE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									Estimated average burden hours per response 0.5		
Form 5 obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the	Public U		ding Con	npan	y Act	age Act of 1934 of 1935 or Sect 940					
(Print or Type	Responses)												
WALTEDC VIDV W			Symbol	r Name and				5. Relationship of Reporting Person(s) to Issuer					
-				People's United Financial, Inc. [PBCT]					(Check all applicable)				
				e of Earliest Transaction h/Day/Year)				Director 10% Owner Officer (give title Other (specify below) below)					
PEOPLES	UNITED BANK EET	L, 850	02/15/2	018				· · · · · · · · · · · · · · · · · · ·	cutive Vice	/	ıt		
PPIDCED	(Street)			endment, Da hth/Day/Year	-	l		6. Individual or Applicable Line) _X_ Form filed b Form filed b	y One Report	ing Person	n		
	DRT, CT 06604							Person		ŕ			
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secur	ities A	cquired, Disposed	of, or Bene	ficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) P))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Dire (D) or Indirect (I) (Instr. 4)	India ect Bene Own	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/15/2018			А	6,687 (1)	Α	\$0	33,488 <u>(2)</u>	D				
Common Stock								151,771	Ι	•	Gus & mie, LLC		
Common Stock								75,885	Ι		. Walters vocable st		
Common Stock								75,886	I		V. Walters vocable st		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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	\$ 19.707	02/15/2018		А	59,075	(3)	02/15/2028	Common Stock	59,075

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WALTERS KIRK W PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr Executive Vice President				
Signatures							

/s/ Kirk W. 02/15/2018 Walters

<u>**</u>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) These are restricted shares that vest in annual increments on 3/1/19 (33 1/3%); 3/1/20 (33 1/3%); and 3/1/21 (33 1/3%).
- Includes 7,708 shares owned indirectly through the People's United Bank 401(k) Plan (including 72 shares acquired through dividend
 (2) reinvestment) and 2,471 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 20 shares acquired through dividend reinvestment). Information is based on 12/31/17 Plan statements.
- (3) Exercisable in annual increments on 3/1/19 (33 1/3%); 3/1/20 (33 1/3%); and 3/1/21 (33 1/3%).

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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