

Herron Mark F
 Form 3
 May 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Herron Mark F		(Month/Day/Year)	People's United Financial, Inc. [PBCT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/03/2018		
C/O PEOPLE'S UNITED BANK, N.A.,Â 850 MAIN STREET			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Executive Vice President	
BRIDGEPORT,Â CTÂ 06604			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	288 ⁽¹⁾	D	Â
Common Stock	2,430 ⁽²⁾	D	Â
Common Stock	1,585 ⁽³⁾	D	Â
Common Stock	960 ⁽⁴⁾	D	Â
Common Stock	15,000 ⁽⁵⁾	D	Â
Common Stock	849 ⁽⁶⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Option to Buy	Â (7)	05/19/2026	Common Stock	10,128	\$ 15.29	D	Â
Employee Option to Buy	Â (8)	02/16/2027	Common Stock	15,336	\$ 19.165	D	Â
Employee Option to Buy	Â (9)	02/15/2028	Common Stock	21,471	\$ 19.707	D	Â
Employee Option to Buy	Â (10)	05/19/2026	Common Stock	10,127	\$ 15.29	D	Â
Employee Option to Buy	Â (10)	02/16/2027	Common Stock	7,667	\$ 19.165	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herron Mark F C/O PEOPLE'S UNITED BANK, N.A. 850 MAIN STREET BRIDGEPORT, CT 06604	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Mark F.
Herron

05/03/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 288 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan. Information is based on 03/31/2018 Plan statements.
 - (2) These are restricted shares that vest in equal annual increments on Mar. 1, 2019, Mar. 1, 2020 and Mar. 1, 2021.
 - (3) These are restricted shares that vest in equal annual increments on Mar. 1, 2019 and Mar. 1, 2020.
 - (4) These are restricted shares that vest on Mar. 1, 2019.
 - (5) These are restricted shares that vest on Jan. 3, 2024.

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- (6) Shares held at Solium or brokerage account.
- (7) Exercisable on Mar. 1 immediately following the 3rd anniversary (100%) of the grant date.
- (8) Exercisable in equal annual increments over two years beginning on Mar. 1 immediately following the 2nd anniversary of the grant date.
- (9) Exercisable in equal annual increments over three years beginning on Mar. 1 immediately following the 1st anniversary of the grant date.
- (10) These options have become exercisable in accordance with the terms of the applicable option grants.

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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