

WALTERS KIRK W

Form 4

March 05, 2019

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 *
WALTERS KIRK W

(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)
03/01/2019

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 Executive Vice President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2019		F	Amount (1) 3,238	(A) or (D) D Price \$ 17.815 (2)	28,335	D
Common Stock	03/01/2019		A	Amount (3) 8,516	(A) or (D) A Price \$ 17.815 (2)	36,851	D
Common Stock	03/01/2019		G	V 12,270	D \$ 0	24,581 (4)	D
Common Stock	03/01/2019		G	V 12,270	A \$ 0	12,270	I

By Lacey &
Sadie, LLC

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Common Stock	156,908	I	By Gus & Bonnie, LLC
Common Stock	75,885	I	J.A. Walters Irrevocable Trust
Common Stock	75,886	I	J.W. Walters Irrevocable 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Kirk W.
Walters 03/01/2019

__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) Represents shares withheld in payment of taxes due on vesting of restricted shares.
- (2) Price reported is the average of the high and low prices for the common stock as reported by the NASDAQ Stock Market on the transaction date.
- (3) Represents performance shares granted on February 18, 2016 which vested at 100% of target, less 7,592 shares withheld in payment of taxes due.
- (4) Includes 8,008 shares owned indirectly through the People's United Bank 401(k) Plan (including 88 shares acquired through dividend reinvestment) and 2,567 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 28 shares acquired through dividend reinvestment). Information is based on 12/31/18 Plan statements.

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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