

People's United Financial, Inc.  
 Form 4  
 April 18, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 D'Amore Robert R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive Vice President

PEOPLE'S BANK 850 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

\_\_\_\_ Form filed by More than One Reporting Person

BRIDGEPORT, CT 06604

(City) (State) (Zip)

**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 (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common Stock	04/16/2007		P	A	22,500	\$ 20	243,590	(1) (2) 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Option to Buy	\$ 5.6085 <u>(1)</u>	03/01/2001 <sup>(3)</sup>		J <sup>(1)</sup>	12,523	<u>(4)</u> 03/01/2011	Common Stock	12,523
Employee Option to Buy	\$ 4.782 <u>(1)</u>	02/21/2002 <sup>(3)</sup>		J <sup>(1)</sup>	6,378	<u>(4)</u> 02/21/2012	Common Stock	6,378
Employee Option to Buy	\$ 5.3143 <u>(1)</u>	02/20/2003 <sup>(3)</sup>		J <sup>(1)</sup>	29,768	<u>(4)</u> 02/20/2013	Common Stock	29,768
Employee Option to Buy	\$ 9.4466 <u>(1)</u>	02/19/2004 <sup>(3)</sup>		J <sup>(1)</sup>	42,525	<u>(4)</u> 02/19/2014	Common Stock	42,525
Employee Option to Buy	\$ 12.0223 <u>(1)</u>	02/17/2005 <sup>(3)</sup>		J <sup>(1)</sup>	32,130	<u>(4)</u> 02/17/2015	Common Stock	32,130
Employee Option to Buy	\$ 14.9119 <u>(1)</u>	02/16/2006 <sup>(3)</sup>		J <sup>(1)</sup>	49,308	<u>(4)</u> 02/16/2016	Common Stock	49,308
Employee Option to Buy	\$ 21.6308 <u>(1)</u>	02/15/2007 <sup>(3)</sup>		J <sup>(1)</sup>	23,121	<u>(4)</u> 02/15/2017	Common Stock	23,121

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Amore Robert R PEOPLE'S BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Executive Vice President	

## Signatures

/s/ Robert E. Trautmann for Robert R. D'Amore by Power of Attorney 04/18/2007

\_\_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).

On April 16, 2007, People's United Financial, Inc. ("People's United") became the holding company of People's Bank pursuant to a conversion and related stock offering. As a result of the conversion and offering, each share of People's Bank common stock previously owned by the reporting person was exchanged for 2.100 shares (the "exchange ratio") of People's United common stock. In addition, each outstanding employee option to buy shares of People's Bank common stock has been exchanged for an employee option to buy shares of People's United common stock pursuant to the exchange ratio (with a corresponding adjustment to the exercise price), and each share of People's Bank common stock owned indirectly through the People's Bank 401(k) plan has been exchanged for shares of People's United common stock in accordance with the exchange ratio. In addition, each investment unit accrued under the People's Bank excess benefits plan was adjusted to reflect the exchange ratio.

- (1) People's United common stock pursuant to the exchange ratio (with a corresponding adjustment to the exercise price), and each share of People's Bank common stock owned indirectly through the People's Bank 401(k) plan has been exchanged for shares of People's United common stock in accordance with the exchange ratio. In addition, each investment unit accrued under the People's Bank excess benefits plan was adjusted to reflect the exchange ratio.
- (2) Includes 41,878 shares owned indirectly through the People's Bank 401(k) Plan (including 110 shares acquired through dividend reinvestment). Information is based on 3/31/07 Plan statement, adjusted to reflect the exchange ratio described above in note 1.
- (3) Reflects the date of grant by the predecessor to the issuer. See note 1 above.
- (4) Exercisable in annual increments beginning on the second anniversary (50%), third anniversary (25%), and fourth anniversary (25%) of the date of grant.

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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