

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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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 *
 Sherringham Philip 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)
 PEOPLE'S BANK 850 MAIN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/16/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President/CFO

BRIDGEPORT, CT 06604

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 04/16/2007 | | P | 30,000 A | \$ 20 170,076 ⁽¹⁾ ⁽²⁾ | D | |

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)

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Employee Option to Buy | \$ 5.4508 <u>(1)</u> | 04/10/2003 ⁽³⁾ | | J ⁽¹⁾ | 31,778 | <u>(4)</u> | 04/10/2013 | Common Stock | 31,778 | |
| Employee Option to Buy | \$ 9.4466 <u>(1)</u> | 02/19/2004 ⁽³⁾ | | J ⁽¹⁾ | 21,262 | <u>(4)</u> | 02/19/2014 | Common Stock | 21,262 | |
| Employee Option to Buy | \$ 12.0223 <u>(1)</u> | 02/17/2005 ⁽³⁾ | | J ⁽¹⁾ | 32,130 | <u>(4)</u> | 02/17/2015 | Common Stock | 32,130 | |
| Employee Option to Buy | \$ 14.9119 <u>(1)</u> | 02/16/2006 ⁽³⁾ | | J ⁽¹⁾ | 98,616 | <u>(4)</u> | 02/16/2016 | Common Stock | 98,616 | |
| Employee Option to Buy | \$ 21.6308 <u>(1)</u> | 02/15/2007 ⁽³⁾ | | J ⁽¹⁾ | 52,017 | <u>(4)</u> | 02/15/2017 | Common Stock | 52,017 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sherringham Philip R
PEOPLE'S BANK 850 MAIN STREET
BRIDGEPORT, CT 06604

Executive Vice President/CFO

Signatures

/s/ Robert E. Trautmann for Philip R. Sherringham 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).

(1) 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

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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 7,401 shares owned indirectly through the People's Bank 401(k) Plan (including 651 shares acquired through dividend reinvestment). Also includes 17,287 investment units accrued under the People's Bank excess benefits plan. 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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