

BARNES JOHN P
Form 4
October 25, 2017

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 *
BARNES JOHN P

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)
10/24/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
President and CEO

PEOPLES UNITED BANK 850
MAIN STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 10/24/2017 | | M | | 284,659 | A | \$ 15.66 383,140 | D |
| Common Stock | 10/24/2017 | | M | | 14,650 | A | \$ 16.075 397,790 | D |
| Common Stock | 10/24/2017 | | S | | 299,309 | D | \$ 18.88 (1) 98,481 (2) | D |

Common Stock

365,563

I

John P. Barnes Living 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Option to Buy | \$ 15.66 | 10/24/2017 | | M | 284,659 | ⁽³⁾ | 01/17/2018 | Common Stock | 284,659 |
| Employee Option to Buy | \$ 16.075 | 10/24/2017 | | M | 14,650 | ⁽⁴⁾ | 01/16/2018 | Common Stock | 14,650 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNES JOHN P PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604 | | | President and CEO | |

Signatures

/s/ John P. Barnes 10/24/2017

**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) This transaction was executed in multiple trades at prices ranging from \$18.80 to \$19.05. The reported price reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, People's United Financial, Inc. or a shareholder of People's United Financial, Inc. full information regarding the number of shares and prices at which the transaction was effected.

(2) Includes 4,000 shares owned indirectly through the People's United Bank 401(k) Plan (including 40 shares acquired through dividend reinvestment) and 3,965 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including

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39 shares acquired through dividend reinvestment). Information is based on 09/30/17 Plan statements.

- (3) Exercisable in annual increments of 20% over the course of five years, beginning on the first anniversary of the date of the grant.
- (4) Exercisable in annual increments on 1/16/10 (50%); 1/16/11 (25%); and 1/16/12 (25%).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.