

LPL Financial Holdings Inc.

Form 4

March 04, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Lux

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS
INC., 75 STATE STREET

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LPL Financial Holdings Inc. [LPLA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, CAO

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 (Instr. 4)
Common Stock	02/28/2014		M	4,000 A	\$ 32.26	10,213	D
Common Stock	02/28/2014		S	4,000 D	\$ 53.98	6,213	D
Common Stock	02/28/2014		M	2,200 A	\$ 22.08	8,413 ⁽¹⁾	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to purchase common stock	\$ 32.26	02/28/2014		M	4,000	<u>(2)</u>	02/09/2022	Common Stock	4,000	
Option to purchase common stock	\$ 22.08	02/28/2014		M	2,200	<u>(3)</u>	09/14/2019	Common Stock	2,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Lux C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET BOSTON, MA 02109			EVP, CAO	

Signatures

/s/ Thomas Lux 03/04/2014

 **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).

- Consists of (i) 3,992 shares of Common Stock; (ii) 1,566 restricted stock units that vest ratably on February 22, 2015, February 22, 2016 and February 22, 2017; (iii) 1,612 restricted stock units that vest in full on February 25, 2015; and (iv) 1,243 restricted stock units that vest ratably on February 24, 2015, February 24, 2016 and February 24, 2017.
- (2) This option, representing a right to purchase 10,843 shares, becomes exercisable in five equal installments beginning on February 9, 2013, which was the first anniversary of the grant date. Of the remaining 6,843 shares, 337 shares have vested and are exercisable, and

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6,506 shares shall become exercisable ratably on February 9, 2015, February 9, 2016 and February 9, 2017.

- This option, representing a right to purchase 20,000 shares, becomes exercisable in five equal installments beginning on September 14, (3) 2010, which was the first anniversary of the grant date. Of the remaining 15,300 shares, 11,300 shares have vested and are exercisable, and 4,000 shares shall become exercisable on September 14, 2014.

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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