

Pizzi Michael A.
Form 4
February 09, 2018

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 *
Pizzi Michael A.

2. Issuer Name and Ticker or Trading Symbol
E TRADE FINANCIAL CORP
[ETFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 TIMES SQUARE, 32ND FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chief Financial Officer

NEW YORK, NY 10036

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/07/2018		M		11,727 (1)	A	\$ 17.58 104,847 D
Common Stock	02/07/2018		S		46,195 (2)	D	\$ 52.0285 (3) 58,652 D
Common Stock	02/07/2018		S		1,018 (2)	D	\$ 52.5589 (4) 57,634 D
Common Stock	02/07/2018		A		6,958 (5)	A	\$ 0 64,592 D
	02/07/2018		F			D	\$ 52.03 61,184 D

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Common Stock					3,408 (6)			
Common Stock	02/07/2018		A		8,699 (7)	A	\$ 0	69,883 D
Common Stock	02/07/2018		F		4,260 (8)	D	\$ 52.03	65,623 D
Common Stock	02/07/2018		A		6,958 (5)	A	\$ 0	72,581 D
Common Stock	02/07/2018		F		3,408 (6)	D	\$ 52.03	69,173 D
Common Stock	02/08/2018		S		8,424 (2)	D	\$ 49.8275 (9)	60,749 D
Common Stock	02/08/2018		S		10,088 (2)	D	\$ 50.941 (10)	50,661 D
Common Stock	02/08/2018		S		4,104 (2)	D	\$ 51.457 (11)	46,557 D
Common Stock	02/09/2018		A		18,497 (12)	A	\$ 0	65,054 D
Common Stock	02/09/2018		A		4,110 (12)	A	\$ 0	69,164 D

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. Amount or Number of Shares
Stock Option	\$ 17.58	02/07/2018		M	11,727 (1)	(13) 02/10/2018	Common Stock	11,727

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pizzi Michael A. 11 TIMES SQUARE 32ND FLOOR NEW YORK, NY 10036			Chief Financial Officer	

Signatures

By: Marc Corredor For: Michael A. Pizzi 02/09/2018

__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) Acquisition of common stock upon the exercise of stock options pursuant to a Rule 10b5-1 plan entered into on February 25, 2017.
 - (2) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on February 25, 2017.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.50 to \$52.49, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.50 to \$52.61, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (4) Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 3, 2017, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2017.
 - (5) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 3, 2017.
Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 5, 2016, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2017.
 - (6) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 5, 2016.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.35 to \$50.33, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (7) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$50.36 to \$51.34, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (8) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.36 to \$51.65, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.36 to \$51.65, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (10) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.36 to \$51.65, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (11) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.36 to \$51.65, inclusive. The reporting person undertakes to provide to E*TRADE Financial Corporation, any security holder of E*TRADE Financial Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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- (12) Restricted Stock Unit award that will vest over three years, with one-third vesting on February 9, 2019; one-third vesting on February 9, 2020; and the remaining one-third vesting on February 9, 2021.
- (13) The stock options vested in four annual installments beginning on February 10, 2012.

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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