

People's United Financial, Inc.
Form 4
March 02, 2016

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 *
WALTERS KIRK W

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)
PEOPLES UNITED BANK, 850 MAIN STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

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

BRIDGEPORT, CT 01803-4238

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 | 03/01/2016 | | F | | | 10,927 ⁽¹⁾ | D | \$ 14.908 ⁽²⁾ | 56,515 | D | |
| Common Stock | 03/01/2016 | | G | V | 20,680 | D | \$ 0 | 35,835 ⁽³⁾ | | D | |
| Common Stock | 03/01/2016 | | G | V | 20,680 | A | \$ 0 | 258,008 | | I | By Gus & Bonnie, LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTERS KIRK W PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 01803-4238 | | | Sr Executive Vice President | |

Signatures

/s/ Kirk W. Walters 03/01/2016

**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) Represents shares withheld in payment of taxes due on vesting of restricted shares.
 - (2) Price reported is the average of the high and low prices for the common stock as reported by the NASDAQ Stock Market on the transaction date.
Includes 7,113 shares owned indirectly through the Peoples United Bank 401(k) Plan (including 72 shares acquired through dividend reinvestment) and 1,417 shares owned indirectly through the Peoples United Financial, Inc. Employee Stock Ownership Plan (including 14 shares acquired through dividend reinvestment). Information is based on 12/31/15 Plan statements.

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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