

People's United Financial, Inc.
 Form 4
 August 08, 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 *
 Trautmann Robert E

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)
 08/05/2016

____ Director
 ____ Officer (give title below) Sr Ex VP, Gen Cnsl & Secretary
 ____ 10% Owner
 ____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/05/2016		M		86,864 A \$ 13.9025	112,761 ⁽¹⁾	D
Common Stock	08/05/2016		M		11,455 A \$ 12.65	124,216 ⁽¹⁾	D
Common Stock	08/05/2016		M		87,804 A \$ 12.94	212,020 ⁽¹⁾	D
Common Stock	08/05/2016		S		186,123 D \$ 15.38 ⁽²⁾	25,897 ⁽¹⁾	D
Common Stock						71,506	I Robert Edward

Trautmann
Revocable
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 or Number of Shares
Employee Option to Buy	\$ 13.9025	08/05/2016		M	86,864	⁽³⁾ 02/20/2024	Common Stock 86,864
Employee Option to Buy	\$ 12.65	08/05/2016		M	11,455	⁽⁴⁾ 02/16/2022	Common Stock 11,455
Employee Option to Buy	\$ 12.94	08/05/2016		M	87,804	⁽⁵⁾ 02/21/2023	Common Stock 87,804

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trautmann Robert E PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr Ex VP, Gen Cnsl & Secretary	

Signatures

/s/ Robert E.
Trautmann
08/05/2016
Date

**Signature of Reporting
Person

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) Includes 4,284 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 48 shares acquired through dividend reinvestment) based on 6/30/2016 Plan statement.

This transaction was executed in multiple trades at prices ranging from \$15.37 to \$15.41. 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) Exercisable in annual increments on 3/01/15 (50%); 3/01/16 (25%); and 3/01/17 (25%).
- (3) Exercisable in annual increments on 3/01/16 (50%); 3/01/17 (25%); and 3/01/18 (25%).
- (4) Exercisable in annual increments on 3/01/14 (50%); 3/01/15 (25%); and 3/01/16 (35%).

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.