

People's United Financial, Inc.  
 Form 4  
 November 15, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**NORTON DAVID K**

(Last) (First) (Middle)

**PEOPLE'S UNITED BANK, 850  
 MAIN STREET**

(Street)

**BRIDGEPORT, CT 06604**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**People's United Financial, Inc.  
 [PBCT]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/14/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Sr Ex VP & Chief HR Offcr**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	11/14/2016		M		101,058	A \$ 12.94	227,897 D
Common Stock	11/14/2016		M		52,734	A \$ 12.65	280,631 D
Common Stock	11/14/2016		S		153,792	D \$ 18.5454	126,839 <sup>(2)</sup> D
						<sup>(1)</sup>	

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

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SEC 1474 (9-02)



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(3) Exercisable in annual increments on 3/1/2014 (33 1/3%); 3/1/2015 (33 1/3%); and 3/1/2016 (33 1/3%).

(4) Exercisable in annual increments on 3/1/2014 (50%); 3/1/2015 (25%); and 3/1/2016 (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.