

WALTERS KIRK W
Form 4
February 16, 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 *
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)

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

(Last) (First) (Middle)

PEOPLES UNITED BANK, 850
MAIN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

BRIDGEPORT, CT 06604

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)			
Common Stock	02/15/2018		A	V A	6,687 (1)	A	\$ 0	33,488 (2)	D	
Common Stock						I	By Gus & Bonnie, LLC	151,771		
Common Stock						I	J.A. Walters Irrevocable Trust	75,885		
Common Stock						I	J.W. Walters Irrevocable Trust	75,886		

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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	\$ 19.707	02/15/2018		A	59,075	<u>(3)</u>	02/15/2028	Common Stock	59,075		

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
			Other
WALTERS KIRK W PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr Executive Vice President

Signatures

/s/ Kirk W.
Walters

02/15/2018

**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) These are restricted shares that vest in annual increments on 3/1/19 (33 1/3%); 3/1/20 (33 1/3%); and 3/1/21 (33 1/3%).
Includes 7,708 shares owned indirectly through the People's United Bank 401(k) Plan (including 72 shares acquired through dividend reinvestment) and 2,471 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 20 shares acquired through dividend reinvestment). Information is based on 12/31/17 Plan statements.
- (3) Exercisable in annual increments on 3/1/19 (33 1/3%); 3/1/20 (33 1/3%); and 3/1/21 (33 1/3%).

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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