

LPL Financial Holdings Inc.
 Form 4
 March 15, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Calder Tracy

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 LPL Financial Holdings Inc. [LPLA]

3. Date of Earliest Transaction (Month/Day/Year)
 03/13/2017

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)
 Managing Director

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/13/2017		M	A	9,561 \$ 19.85	34,165	D
Common Stock	03/13/2017		S	D	6,465 \$ 39.3066 (1)	27,700	D
Common Stock	03/13/2017		A	A	2,412 (2) \$ 0	30,112 (3)	D

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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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
Option to purchase Common Stock	\$ 19.85	03/13/2017		M	9,561	⁽⁴⁾	02/25/2026	Common Stock	9,561
Option to purchase Common Stock	\$ 39.48	03/13/2017		A	8,443	⁽⁵⁾	03/13/2027	Common Stock	8,443

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Calder Tracy C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109			Managing Director	

Signatures

/s/ Gregory M. Woods,
attorney-in-fact
03/15/2017
Date

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.15 to \$39.535, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., 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 footnotes to this Form 4.

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- These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of March 13, 2018, March 13, 2019 and March 13, 2020. Vested shares will be issued to the reporting person as soon as practicable after the vesting date.
- (2) Consists of (i) 3,864 shares of Common Stock; (ii) 21,494 restricted stock units that vest ratably on each February 25, 2018 and February 25, 2019; (iii) 2,342 restricted stock units that vest ratably on each February 25, 2018 and February 25, 2019; and (iv) the restricted stock units reported on this Form 4.
- (3) This option became exercisable 9,561 shares on February 25, 2017, which was the first anniversary of the grant date. The remaining shares become exercisable ratably on each of February 25, 2018 and February 25, 2019.
- (4) This option becomes exercisable in three equal annual installments on each of March 13, 2018, March 13, 2019 and March 13, 2020.
- (5)

Remarks:

The signatory is signing on behalf of Tracy Calder pursuant to a Power of Attorney dated January 26, 2016.

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.