

People's United Financial, Inc.  
 Form 4  
 February 19, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**Daukas Galan G**

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**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/18/2016**

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

(Street)  
**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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/18/2016		A	6,903 (1) A \$ 0	58,612 (2)	D	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Employee Option to Buy	\$ 14.565	02/18/2016		A	77,444	(3) 02/18/2026	Common Stock	77,444

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daukas Galan G PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr. Executive Vice President	

**Signatures**

/s/ Galan G.  
Daukas  
02/18/2016  
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) These are restricted shares that vest in annual increments on 3/1/17 (33 1/3%); 3/1/18 (33 1/3%); and 3/1/19 (33 1/3%).
- (2) Includes 4,755 shares owned indirectly through the Peoples United Bank 401(k) Plan (including 48 shares acquired through dividend reinvestment). Information is based on 12/31/15 Plan statements.
- (3) Exercisable in annual increments on 3/1/17 (33 1/3%); 3/1/18 (33 1/3%); and 3/1/19 (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. 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.