

People's United Financial, Inc.
 Form 4
 November 18, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 HOYT JEFFREY

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)
 11/17/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Accounting Officer

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/17/2016 | | M | | 1,600 A \$ 16.61 | 24,588 | D |
| Common Stock | 11/17/2016 | | M | | 2,200 A \$ 16.61 | 26,788 | D |
| Common Stock | 11/17/2016 | | M | | 4,279 A \$ 16.94 | 31,067 | D |
| Common Stock | 11/17/2016 | | M | | 6,097 A \$ 16.575 | 37,164 | D |
| Common Stock | 11/17/2016 | | S | | 14,176 D \$ 18.277 | 22,988 ⁽²⁾ | D |

(1)

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

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SEC 1474
(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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Option to Buy | \$ 16.61 | 11/17/2016 | | M | 1,600 | <u>(3)</u> 11/15/2017 | Common Stock | 1,600 |
| Employee Option to Buy | \$ 16.61 | 11/17/2016 | | M | 2,200 | <u>(3)</u> 11/15/2017 | Common Stock | 2,200 |
| Employee Option to Buy | \$ 16.94 | 11/17/2016 | | M | 4,279 | <u>(4)</u> 02/21/2018 | Common Stock | 4,279 |
| Employee Option to Buy | \$ 16.575 | 11/17/2016 | | M | 6,097 | <u>(5)</u> 01/22/2019 | Common Stock | 6,097 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOYT JEFFREY PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604 | | | Chief Accounting Officer | |

Signatures

/s/ Jeffrey A.
Hoyt

11/17/2016

__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).

- This transaction was executed in multiple trades at prices ranging from \$18.27 to \$18.28. 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.
- (1) Includes 2,804 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 30 shares acquired through dividend reinvestment). Information is based on the 9/30/2016 Plan statement.
 - (2) Exercisable in annual increments beginning on the second anniversary (50%); third anniversary (25%); and fourth anniversary (25%).
 - (3) Exercisable in annual increments on 2/1/2010 (50%); 2/1/2011 (25%); and 2/1/2012 (25%).
 - (4) Exercisable in annual increments on 2/1/2011 (50%); 2/1/2012 (25%); and 2/1/2013 (25%).

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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