

BARNES JOHN P
Form 4
October 25, 2017

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 *
BARNES JOHN P

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
President and CEO

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)
			Code	V	Amount or Price		
Common Stock	10/24/2017		M		284,659 A \$ 15.66	383,140	D
Common Stock	10/24/2017		M		14,650 A \$ 16.075	397,790	D
Common Stock	10/24/2017		S		299,309 D \$ 18.88 (1)	98,481 (2)	D
Common Stock						365,563	I

John P. Barnes Living Trust

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39 shares acquired through dividend reinvestment). Information is based on 09/30/17 Plan statements.

- (3) Exercisable in annual increments of 20% over the course of five years, beginning on the first anniversary of the date of the grant.
- (4) Exercisable in annual increments on 1/16/10 (50%); 1/16/11 (25%); and 1/16/12 (25%).

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