

Berey David P
 Form 3
 May 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Berey David P | | (Month/Day/Year) | People's United Financial, Inc. [PBCT] | |
| (Last) | (First) | (Middle) | 05/03/2018 | |
| C/O PEOPLE'S UNITED BANK, N.A., 850 MAIN STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BRIDGEPORT, CT 06604 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 9,970 ⁽¹⁾ | D | ^ |
| Common Stock | 3,445 ⁽²⁾ | D | ^ |
| Common Stock | 2,246 ⁽³⁾ | D | ^ |
| Common Stock | 1,449 ⁽⁴⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
|---|--|--------------------|--|--|--|---|---|
| | Date Exercisable | Expiration Date | | | | | |
| Employee Option to Buy | Â (5) | 02/20/2024 | Common Stock | 25,236 | \$ 13.9025 | D | Â |
| Employee Option to Buy | Â (5) | 02/19/2025 | Common Stock | 55,439 | \$ 14.85 | D | Â |
| Employee Option to Buy | Â (5) | 02/18/2026 | Common Stock | 32,504 | \$ 14.565 | D | Â |
| Employee Option to Buy | Â (5) | 02/16/2027 | Common Stock | 10,868 | \$ 19.165 | D | Â |
| Employee Option to Buy | Â (6) | 02/18/2026 | Common Stock | 16,252 | \$ 14.565 | D | Â |
| Employee Option to Buy | Â (7) | 02/16/2027 | Common Stock | 21,736 | \$ 19.165 | D | Â |
| Employee Option to Buy | Â (8) | 02/15/2028 | Common Stock | 30,432 | \$ 19.707 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berey David P C/O PEOPLE'S UNITED BANK, N.A. 850 MAIN STREET BRIDGEPORT,Â CTÂ 06604 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ David P.
Berey

05/03/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 4,754 shares owned indirectly through the People's United Bank 401(k) Plan and 5,215 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan. Information is based on 03/31/2018 Plan statements.
- (2) These are restricted shares that vest in equal annual increments on Mar. 1, 2019, Mar. 1, 2020 and Mar. 1, 2021.
- (3) These are restricted shares that vest in equal annual increments on Mar. 1, 2019 and Mar. 1, 2020.

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- (4) These are restricted shares that vest on Mar. 1, 2019.
- (5) These options have become exercisable in accordance with the terms of the applicable option grants.
- (6) Exercisable on Mar. 1 immediately following the 3rd anniversary (100%) of the grant date.
- (7) Exercisable in equal annual increments over two years beginning on Mar. 1 immediately following the 2nd anniversary of the grant date.
- (8) Exercisable in equal annual increments over three years beginning on Mar. 1 immediately following the 1st anniversary of the grant date.

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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