

People's United Financial, Inc.
Form 4
February 20, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosato R David

(Last) (First) (Middle)

C/O PEOPLE'S UNITED
BANK, 850 MAIN STREET

(Street)

BRIDGEPORT, CT 06604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
People's United Financial, Inc.
[PBCT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior Exec Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)			
			Code	V	Amount (1)	(A) or (D)	Price			
Common Stock	02/19/2015		A		16,566 (1)	A	\$ 0	75,519 (2)	D	
Common Stock								355	I	IRA f/b/o Dana Rosato
Common Stock								120	I	IRA f/b/o Kevin Rosato

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 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 Number Shares
Employee Option To Buy	\$ 14.85	02/19/2015		A		169,521		<u>(3)</u>	02/19/2025	Common Stock	169,521

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rosato R David C/O PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604	Senior Exec Vice President

Signatures

/s/ R. David
Rosato

02/19/2015

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).

- These are restricted shares that vest in annual increments on 3/1/16 (33 1/3%); 3/1/17 (33 1/3%); and 3/1/18 (33 1/3%).
- Includes 2,316 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 22 shares acquired through dividend reinvestment). Information based on 12/31/14 Plan statements.
- Exercisable in annual increments on 3/1/16 (33 1/3%); 3/1/17 (33 1/3%); and 3/1/18 (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.

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