

DWIGHT JOHN K

Form 4

November 30, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DWIGHT JOHN K

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)

700 CROSSWIND DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2017

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

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

CHARLOTTE, VT 05445

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2017		M	V Amount (A) or (D) Price 56,928 A \$ 15.66	292,098	D	
Common Stock	11/29/2017		S	56,928 D \$ 19.08 (1)	235,170 (2)	D	
Common Stock					8,902	I	By H. Dwight Revocable Trust
Common Stock					4,253	I	By C. Dwight

Common Stock	4,253	I	Revocable Trust By P. Dwight Revocable Trust
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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.

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 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)	8. Amount or Number of Shares
Director Option to Buy	\$ 15.66	11/29/2017		M	56,928	<u>(3)</u> 01/17/2018	Common Stock	56,928

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

DWIGHT JOHN K
700 CROSSWIND DRIVE
CHARLOTTE, VT 05445

Signatures

/s/ Robert E. Trautmann,
attorney-in-fact 11/29/2017

__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).

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- This transaction was executed in multiple trades at prices ranging from \$18.995 to \$19.13. 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 68,526 investment units accrued under the Chittenden Corporation Deferred Compensation Plan (including 644 units accrued due to the deemed reinvestment of dividend equivalents and reflecting settlement of 6,649 investment units by delivery of equal number of shares of common stock on January 2, 2017). Each investment unit corresponds to one share of common stock.
- (2)

- Exercisable in annual increments of 20% over the course of five years, beginning on the first anniversary of the date of the grant.
- (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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