

THUROW LESTER C

Form 4

July 28, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
THUROW LESTER C

(Last) (First) (Middle)

C/O E*TRADE FINANCIAL
CORPORATION, 135 E.57TH
STREET

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
E TRADE FINANCIAL CORP [ET]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	(A) or (D)	Price		
Common Stock	07/26/2005		M		20,000	A	\$ 6.7657 0		D
Common Stock	07/26/2005		M		20,000	A	\$ 7.0938 0		D
Common Stock	07/26/2005		M		2,021	A	\$ 2.4737 0		D
Common Stock	07/26/2005		M		3,632	A	\$ 3.4413 0		D
Common Stock	07/26/2005		M		20,000	A	\$ 6.635 0		D

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Common Stock	07/26/2005	M	20,000	A	\$ 6.53	0	D
Common Stock	07/26/2005	S	85,653	D	\$ 15.3194	33,696	D

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

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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 or Number of Shares
Stock Option (right to buy)	\$ 6.7657	07/26/2005		M		20,000		02/10/2000	02/10/2008	Common Stock	20,000
Stock Option (right to buy)	\$ 7.0938	07/26/2005		M		20,000		12/21/2002	12/21/2010	Common Stock	20,000
Stock Option (right to buy)	\$ 2.4737	07/26/2005		M		2,021		01/01/2002	01/02/2011	Common Stock	2,021
Stock Option (right to buy)	\$ 3.4413	07/26/2005		M		3,632		01/02/2003	01/02/2012	Common Stock	3,632
Stock Option (right to buy)	\$ 6.635	07/26/2005		M		20,000		05/24/2004	05/24/2012	Common Stock	20,000
Stock Option	\$ 6.53	07/26/2005		M		20,000		05/22/2005	05/22/2013	Common Stock	20,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THUROW LESTER C C/O E*TRADE FINANCIAL CORPORATION 135 E.57TH STREET NEW YORK, NY 10022	X

Signatures

/s/ Russell S.
Elmer

07/28/2005

__Signature of Date
Reporting Person

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).

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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