

WALTERS KIRK W

Form 4

March 05, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALTERS KIRK W

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr Executive Vice President

(Street)

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

BRIDGEPORT, CT 06604

(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)
			Code	V	Amount (1)	(A) or (D) Price (2)	
Common Stock	03/01/2019		F		3,238 (1)	D \$ 17.815 (2)	28,335 D
Common Stock	03/01/2019		A		8,516 (3)	A \$ 17.815 (2)	36,851 D
Common Stock	03/01/2019		G	V	12,270	D \$ 0	24,581 (4) D
Common Stock	03/01/2019		G	V	12,270	A \$ 0	12,270 I

By Lacey &  
Sadie, LLC

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Common Stock	156,908	I	By Gus & Bonnie, LLC
Common Stock	75,885	I	J.A. Walters Irrevocable Trust
Common Stock	75,886	I	J.W. Walters Irrevocable Trust

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
WALTERS KIRK W PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604	Director 10% Owner Officer Sr Executive Vice President

## Signatures

/s/ Kirk W.  
Walters 03/01/2019

\_\_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).
- (1) Represents shares withheld in payment of taxes due on vesting of restricted shares.
- (2) Price reported is the average of the high and low prices for the common stock as reported by the NASDAQ Stock Market on the transaction date.
- (3) Represents performance shares granted on February 18, 2016 which vested at 100% of target, less 7,592 shares withheld in payment of taxes due.
- (4) Includes 8,008 shares owned indirectly through the People's United Bank 401(k) Plan (including 88 shares acquired through dividend reinvestment) and 2,567 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 28 shares acquired through dividend reinvestment). Information is based on 12/31/18 Plan statements.

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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