

People's United Financial, Inc.  
Form 4  
June 18, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOYT JEFFREY**

(Last) (First) (Middle)

**PEOPLES 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)  
**06/16/2015**

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 \_\_\_\_ Other (specify  
below) below)  
Controller

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 | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 06/16/2015                           |                                                    | M                              |                                                                   | 32,850 | A          | \$ 15.62                                                                                      | 55,142                                                   | D                                                     |
| Common Stock                    | 06/16/2015                           |                                                    | M                              |                                                                   | 6,028  | A          | \$ 15.8                                                                                       | 61,170                                                   | D                                                     |
| Common Stock                    | 06/16/2015                           |                                                    | M                              |                                                                   | 9,010  | A          | \$ 13.415                                                                                     | 70,180                                                   | D                                                     |
| Common Stock                    | 06/16/2015                           |                                                    | M                              |                                                                   | 9,726  | A          | \$ 12.65                                                                                      | 79,906                                                   | D                                                     |
| Common Stock                    | 06/16/2015                           |                                                    | M                              |                                                                   | 16,567 | A          | \$ 12.94                                                                                      | 96,473                                                   | D                                                     |

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|              |            |   |        |   |            |                       |   |
|--------------|------------|---|--------|---|------------|-----------------------|---|
| Common Stock | 06/16/2015 | M | 12,292 | A | \$ 13.9025 | 108,765               | D |
| Common Stock | 06/16/2015 | M | 1,368  | A | \$ 14.12   | 110,133               | D |
| Common Stock | 06/16/2015 | S | 87,841 | D | \$ 16.1113 | 22,292 <sup>(1)</sup> | D |

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

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Option to Buy                     | \$ 15.62                                               | 06/16/2015                           |                                                    | M                              | 32,850                                                                                  | <sup>(2)</sup> 07/16/2019                                | Common Stock 32,850                                           |
| Employee Option to Buy                     | \$ 15.8                                                | 06/16/2015                           |                                                    | M                              | 6,028                                                                                   | <sup>(3)</sup> 01/28/2020                                | Common Stock 6,028                                            |
| Employee Option to Buy                     | \$ 13.415                                              | 06/16/2015                           |                                                    | M                              | 9,010                                                                                   | <sup>(4)</sup> 02/17/2021                                | Common Stock 9,010                                            |
| Employee Option to Buy                     | \$ 12.65                                               | 06/16/2016                           |                                                    | M                              | 9,726                                                                                   | <sup>(5)</sup> 02/16/2022                                | Common Stock 9,726                                            |
| Employee Option to Buy                     | \$ 12.94                                               | 06/16/2015                           |                                                    | M                              | 16,567                                                                                  | <sup>(6)</sup> 02/21/2023                                | Common Stock 16,567                                           |
| Employee Option to Buy                     | \$ 13.9025                                             | 06/16/2015                           |                                                    | M                              | 12,292                                                                                  | <sup>(7)</sup> 02/20/2024                                | Common Stock 12,292                                           |
|                                            | \$ 14.12                                               | 06/16/2015                           |                                                    | M                              | 1,368                                                                                   | <sup>(8)</sup> 05/15/2024                                | 1,368                                                         |

Employee  
Option to  
Buy

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |            |       |
|--------------------------------------------------------------------------------|---------------|-----------|------------|-------|
|                                                                                | Director      | 10% Owner | Officer    | Other |
| HOYT JEFFREY<br>PEOPLES UNITED BANK<br>850 MAIN STREET<br>BRIDGEPORT, CT 06604 |               |           | Controller |       |

## Signatures

/s/ Jeffrey A.  
Hoyt

06/18/2015

\_\_\_\_\_  
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).
- (1) Includes 2,330 shares owned indirectly through the Peoples United Financial, Inc. Employee Stock Ownership Plan (including 25 shares acquired through dividend reinvestment). Information is based on the 03/31/15 Plan statement.
- (2) Exercisable in annual increments of 20% over the course of five years, beginning on the first anniversary of the date of the grant (7/16/2010).
- (3) Exercisable in annual increments on 1/25/12 (50%); 1/25/13 (25%); and 1/25/14 (25%).
- (4) Exercisable in annual increments on 3/1/13 (50%); 3/1/14 (25%); and 3/1/15 (25%).
- (5) Exercisable in annual increments on 3/1/14 (50%); 3/1/15 (25%); and 3/1/16 (25%).
- (6) Exercisable in annual increments on 3/1/14 (33 1/3%); 3/1/15 (33 1/3%); and 3/1/16 (33 1/3%)
- (7) Exercisable in annual increments on 3/1/15 (33 1/3%); 3/1/16 (33 1/3%); and 3/1/17 (33 1/3%).
- (8) Exercisable in annual increments on 6/1/15 (33 1/3%); 6/1/16 (33 1/3%); and 6/1/17 (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.