

E TRADE FINANCIAL CORP

Form 4

February 07, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pizzi Michael A.

(Last) (First) (Middle)

1271 AVENUE OF THE
AMERICAS, 14TH FLOOR

(Street)

NEW YORK, NY 10020-1302

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2017

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)

Chief Financial Officer

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	02/03/2017		A		22,876 (1)	A	\$ 0	168,948	D
Common Stock	02/05/2017		F		5,187 (2)	D	\$ 34.97	163,761	D
Common Stock	02/05/2017		A		5,705 (3)	A	\$ 0	169,466	D
Common Stock	02/05/2017		F		2,722 (4)	D	\$ 34.97	166,744	D
Common Stock	02/06/2017		F		3,033 (5)	D	\$ 34.693	163,711	D

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Common Stock	02/06/2017	F	4,042 (6)	D	\$ 34.693	159,669	D
Common Stock	02/06/2017	F	3,679 (6)	D	\$ 34.693	155,990	D
Common Stock	02/06/2017	A	5,934 (7)	A	\$ 0	161,924	D
Common Stock	02/06/2017	F	2,832 (8)	D	\$ 34.693	159,092	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Pizzi Michael A. 1271 AVENUE OF THE AMERICAS 14TH FLOOR NEW YORK, NY 10020-1302	Director 10% Owner Officer Other Chief Financial Officer

Signatures

By: Lori Sher For: Michael A. Pizzi 02/07/2017

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).

- (1) Restricted Stock Unit award that will vest over three years, with one-third vesting on February 3, 2018; one-third vesting on February 3, 2019; and the remaining one-third vesting on February 3, 2020.
- (2) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-third of a grant of restricted stock originally made on February 5, 2016.

Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 5, 2016, which vested based upon the Company's achievement of earnings per share targets and key business initiatives relating to 2016.
- (3) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 5, 2016.
- (4) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-fourth of a grant of restricted stock originally made on February 6, 2013.
- (5) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-third of a grant of restricted stock originally made on February 6, 2015.

Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 6, 2015, which vested based upon the Company's achievement of earnings per share targets and key business initiatives relating to 2016.
- (6) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 6, 2015.
- (7) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 6, 2015.
- (8) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 6, 2015.

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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