

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934**

**E\*TRADE FINANCIAL CORPORATION**  
(Exact name of registrant as specified in charter)

**1271 Avenue of the Americas, 14th Floor, New York, New York 10020**

Registrant's telephone number, including area code: **(646) 521-4300**

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Gregory Framke, Executive Vice President and Chief Operating Officer, is leaving E\*TRADE Financial Corporation (the "Company") to pursue other opportunities. His employment as an officer ended on February 4, 2013, but the Company expects that he will act as an advisor to the Company for a transition period through March 2013. Mr. Framke will be eligible to receive separation benefits in accordance with his employment agreement dated January 1, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**E\*TRADE FINANCIAL  
CORPORATION**

Dated: February 5, 2013 By: /s/ Karl A. Roessner

Name: Karl A. Roessner

Title: Corporate Secretary