

Gooley Thomas
Form 4
March 15, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gooley Thomas

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LPL Financial Holdings Inc. [LPLA]

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

03/13/2019

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)

Managing Director

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	03/13/2019		F		982	D	\$ 74.22
Common Stock	03/14/2019		M		14,938	A	\$ 19.85
Common Stock	03/14/2019		M		6,926	A	\$ 39.48
Common Stock	03/14/2019		M		3,528	A	\$ 65.5
Common Stock	03/14/2019		S		25,392	D	\$ 17,293 ⁽²⁾ 74.06

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(1)

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)	Amount or Number of Shares
Option to purchase Common Stock	\$ 19.85	03/14/2019		M	14,938	<u>(3)</u> 02/25/2026	Common Stock	14,938
Option to purchase Common Stock	\$ 39.48	03/14/2019		M	6,926	<u>(4)</u> 03/13/2027	Common Stock	6,926
Option to purchase Common Stock	\$ 65.5	03/14/2019		M	3,528	<u>(5)</u> 02/23/2028	Common Stock	3,528

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gooley Thomas C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109			Managing Director	

Signatures

/s/ Gregory M. Woods,
attorney-in-fact

03/15/2019

__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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.83 to \$74.24, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- (1) Consists of (i) 12,058 shares of Common Stock; (ii) 976 restricted stock units that were originally scheduled to vest in full on June 13, 2019; (iii) 1,979 restricted stock units that were originally scheduled to vest in full on March 13, 2020; and (iv) 2,280 restricted stock units that were originally scheduled to vest ratably on each of February 23, 2020 and February 23, 2021.
- (2) This option became exercisable in three installments, beginning February 25, 2017, which was the first anniversary of the date on which it was granted. The option became fully vested on February 25, 2019.
- (3) This option, representing a right to purchase a total of 20,778 shares, was originally scheduled to become exercisable in three equal installments, beginning on March 13, 2018, which was the first anniversary of the date on which it was granted.
- (4) This option, representing a right to purchase a total of 10,582 shares, was originally scheduled to become exercisable in three equal installments, beginning on February 23, 2019, which was the first anniversary of the date on which it was granted.
- (5)

Remarks:

The signatory is signing on behalf of Thomas Gooley pursuant to a Power of Attorney dated June 27, 2015.

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.