

WALTERS KIRK W  
Form 4  
July 02, 2012

**FORM 4**

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

OMB APPROVAL

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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

(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)  
  
PEOPLE'S UNITED BANK, 850  
MAIN STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/28/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Exec VP and CFO

BRIDGEPORT, CT 06604

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	06/28/2012		G <sup>(1)</sup>	V 132,481 D \$ 0	126,751 <sup>(2)</sup>	D	
Common Stock	06/28/2012		G <sup>(1)</sup>	V 132,481 A \$ 0	132,481	I	By Gus & Bonnie, LLC

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

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(9-02)

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**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 Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTERS KIRK W PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604	X		Senior Exec VP and CFO	

## Signatures

/s/ Kirk W. Walters 06/29/2012

\*\*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 reporting person transferred these shares to Gus & Bonnie, LLC ("GBLLC"), a limited liability company. The reporting person is the settlor and a co-trustee of a trust owning a 50% membership interest in GBLLC. The remaining 50% membership interest in GBLLC is owned by a second trust of which the reporting person's spouse is the settlor and the reporting person is a co-trustee.

(2) Includes 2,184 shares owned indirectly through the People's United Bank 401 (k) Employee Savings Plan (including 32 shares acquired through dividend reinvestment) and 327 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 8 shares acquired through dividend reinvestment). Information is based on current 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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