

People's United Financial, Inc.  
Form 4  
March 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Sr Exec VP & Chief Fin Officer**

**C/O PEOPLE'S UNITED BANK, 850 MAIN STREET**

(Street)

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

**BRIDGEPORT, CT 06604**

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 03/01/2014                           |  | G <sup>(1)</sup>               | V 32,195 D \$ 0 107,735 <sup>(2)</sup>                            |   | D  |                                   |
| Common Stock                    | 03/01/2014                           |  | G <sup>(1)</sup>               | V 32,195 A \$ 0 211,772   |   | I  | by Gus & Bonnie, LLC              |
| Common Stock                    | 03/17/2014                           |  | G <sup>(1)</sup>               | V 32,481 D \$ 0 75,254 <sup>(2)</sup>                             |   | D  |                                   |
| Common Stock                    | 03/17/2014                           |  | G <sup>(1)</sup>               | V 32,481 A \$ 0 244,253   |   | I  | by Gus & Bonnie, LLC              |

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>C/O PEOPLE'S UNITED BANK<br>850 MAIN STREET<br>BRIDGEPORT, CT 06604 | X             |           | Sr Exec VP & Chief Fin Officer |       |

## Signatures

/s/ Kirk W. Walters 03/18/2014

\*\*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) 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 persons spouse is the settlor and reporting person is a co-trustee.
- (2) Includes 4,572 shares owned indirectly through the Peoples United Bank 401(k) Plan and 990 shares owned indirectly through the Peoples United Financial, Inc. Employee Stock Ownership Plan. Information is based on 12/31/13 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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