

E TRADE FINANCIAL Corp
Form 4
February 11, 2016

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
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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)
02/09/2016

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)
EVP & 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	02/09/2016		F		4,683 (1)	D \$ 20.865 165,713	D
Common Stock	02/09/2016		F		457 (1)	D \$ 20.865 165,256	D
Common Stock	02/10/2016		M		3,078 (2)	A \$ 9.248 168,334	D
Common Stock	02/10/2016		S		5,004 (3)	D \$ 21.2849 163,330	D
Common Stock	02/10/2016		S		14,180 (3)	D \$ 21.2215 149,150	D

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Common Stock 02/10/2016 S 3,078
(4) D \$ 21.3665 146,072 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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 9.248	02/10/2016		M	3,078	(5)	02/20/2016	Common Stock	3,078

Reporting Owners

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

Signatures

By: Karl A. Roessner For: Michael A. Pizzi 02/11/2016

**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) 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 9, 2012.
- (2) Acquisition of common stock upon the exercise of stock options.

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- (3) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on August 14, 2015.
- (4) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on August 14, 2015, including shares sold to cover the costs and tax liabilities associated with the exercise of stock option.
- (5) The stock options vested in two annual installments beginning on February 20, 2010.

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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