### Edgar Filing: E TRADE FINANCIAL CORP - Form 4

E TRADE F Form 4 February 14	FINANCIAL COI	RP										
FORM	ЛЛ								OMB AF	PROVAL		
	UNITED	STATES					NGE CC	OMMISSION	OMB Number:	3235-0287		
Check th if no lon subject t Section Form 4 c	ger <b>STATEN</b> o <b>STATEN</b> 16. or	r STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES								Expires:January 31, 2005Estimated averageburden hours per response0.5		
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(	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 <u>*</u> Pizzi Michael A.			21 Isouer France and Frener of Fraung					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (	Middle)	-	of Earliest 7	Fransaction		_	Director 10% Owner				
1271 AVENUE OF THE AMERICAS, 14TH FLOOR								_X_Officer (give titleOther (specify below) below) Chief Financial Officer				
	(Street)			endment, D onth/Day/Yea	-	ıl	A	. Individual or Joi Applicable Line) X_ Form filed by Or	ne Reporting Per	rson		
NEW YOR	K, NY 10020-13	02					P	Form filed by Mo Person	ore than One Rej	porting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security       2. Transaction Date       2A. Deemed         (Instr. 3)       Execution Date, if any (Month/Day/Year)			Date, if	Code (Instr. 3, 4 and 5) ) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	02/10/2017			М	11,249 (1)	А	\$ 14.6	167,029	D			
Common Stock	02/10/2017			S	3,387 (2)	D	\$ 35.6019	163,642	D			
Common Stock	02/10/2017			S	11,249 (3)	D	\$ 35.6042	152,393	D			
Common Stock	02/10/2017			S	32,274 (2)	D	\$ 35.6044	120,119	D			

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. Number of orDerivative	6. Date Exer Expiration D		7. Title and A Underlying S	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 14.6	02/10/2017		М	11,249	(4)	02/11/2017	Common Stock	11,249

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Pizzi Michael A. 1271 AVENUE OF THE AMERICAS 14TH FLOOR NEW YORK, NY 10020-1302			Chief Financial Officer				
Signatures							
By: Lori Shar For: Michael A							

By: Lori Sher For: Michael A. Pizzi 02/14/2017

<u>\*\*</u>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) Acquisition of common stock upon the exercise of stock options.
- (2) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on August 14, 2015.
- (3) 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 options.
- (4) The stock options vested in three annual installments beginning on February 11, 2011.

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.

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