

LAWSON RODGER A
Form 4
February 08, 2019

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 *
LAWSON RODGER A

2. Issuer Name and Ticker or Trading Symbol
E TRADE FINANCIAL CORP
[ETFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

11 TIMES SQUARE, 32ND FLOOR

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

(Street)

NEW YORK, NY 10036

(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 or Price		
Common Stock	02/06/2019		A		19,540 (1)	A	\$ 0 130,555 D
Common Stock	02/06/2019		F		7,822 (2)	D	\$ 46.9825 122,733 D
Common Stock	02/06/2019		A		7,022 (3)	A	\$ 0 129,755 D
Common Stock	02/06/2019		F		3,440 (4)	D	\$ 46.9825 126,315 D
Common Stock	02/06/2019		A		7,023 (3)	A	\$ 0 133,338 D

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Common Stock	02/06/2019	F	3,439 (4)	D	\$ 46.9825	129,899	D
Common Stock	02/08/2019	A	21,711 (5)	A	\$ 0	151,610	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 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 Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON RODGER A 11 TIMES SQUARE 32ND FLOOR NEW YORK, NY 10036	X			

Signatures

By: Lori Sher For: Rodger A. Lawson
Date: 02/08/2019

**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).

(1) Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 3, 2017, which vested based upon the Company's achievement of earnings per share and return on equity targets

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relating to 2018.

- (2) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 3, 2017.
Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting
- (3) person on February 9, 2018, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2018.
- (4) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 9, 2018.
- (5) Restricted Stock Unit award that will vest over three years, with one-third vesting on February 8, 2020; one-third vesting on February 8, 2021; and the remaining one-third vesting on February 8, 2022.

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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