

Kosturko William T
 Form 4
 April 25, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Kosturko William T

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/23/2008

____ Director
 Officer (give title below) _____ Other (specify below)
 Senior Exec. VP & Gen. Counsel

(Street)
 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 | (A) or (D) | Price |
| Common Stock | 04/23/2008 | | M | | 18,690 | A | \$ 5.6085 |
| Common Stock | 04/23/2008 | | M | | 22,680 | A | \$ 4.782 |
| Common Stock | 04/23/2008 | | S | | 200 | D | \$ 16.96 |
| Common Stock | 04/23/2008 | | S | | 5,500 | D | \$ 16.97 |
| Common Stock | 04/23/2008 | | S | | 8,763 | D | \$ 16.98 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------------|---|
| Common Stock | 04/23/2008 | S | 8,500 | D | \$ 16.99 | 476,817 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 7,007 | D | \$ 17 | 469,810 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 2,800 | D | \$ 17.01 | 467,010 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 1,500 | D | \$ 17.02 | 465,510 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 2,100 | D | \$ 17.04 | 463,410 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 2,300 | D | \$ 17.05 | 461,110 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 1,000 | D | \$ 17.06 | 460,110 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 300 | D | \$ 17.07 | 459,810 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 1,300 | D | \$ 17.08 | 458,510 ⁽¹⁾ | D |
| Common Stock | 04/23/2008 | S | 100 | D | \$ 17.09 | 458,410 ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Option to Buy | \$ 5.6085 | 04/23/2008 | | M | 18,690 | ⁽²⁾ | 03/01/2011 | Common Stock | 18,690 |
| Employee | \$ 4.782 | 04/23/2008 | | M | 22,680 | ⁽²⁾ | 02/21/2012 | Common | 22,680 |

Option to
Buy

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kosturko William T PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604 | | | Senior Exec. VP & Gen. Counsel | |

Signatures

/s/ Robert E. Trautmann,
attorney-in-fact

04/24/2008

__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) Includes 2,479 shares owned indirectly through the People's United Bank 401(k) Plan (including 16 shares acquired through dividend reinvestment). Also includes 2,574 investment units accrued under the People's United Bank excess benefits plan and 578 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 4 shares acquired through dividend reinvestment). Information is based on 3/31/08 Plan statements.

(2) Not subject to previously reported periodic vesting due to discretionary acceleration in December 2005.

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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