

GRIFFIN KENNETH C  
 Form 4  
 March 06, 2009

**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 \*  
 CITADEL LP

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)  
 03/04/2009

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

C/O CITADEL INVESTMENT GROUP LLC, 131 S. DEARBORN STREET, 32ND FLOOR

(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  
 \_X\_ Form filed by More than One Reporting Person

CHICAGO, IL 60603

(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 (A) or (D) Price   |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 47,848  | D <sup>(1)</sup> <sub>(2)</sub>                          |                                   |
| Common Stock                    | 03/04/2009                           |  | X                              | 600 A \$ 7.5  | 287,045   | D <sup>(3)</sup>   |                                   |
| Common Stock                    |                                      |  |                                |   | 88,812,336  | D <sup>(4)</sup>   |                                   |

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**

SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| PUT OPTION:<br>YZKMU<br>[OBLIGATION<br>TO BUY] | \$ 7.5   | 03/04/2009                           |  | X                              | 6   | <sup>(5)</sup> 01/16/2010                                | Common Stock 600  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CITADEL L P<br>C/O CITADEL INVESTMENT GROUP LLC<br>131 S. DEARBORN STREET, 32ND FLOOR<br>CHICAGO, IL 60603        |               | X         |         |       |
| CITADEL INVESTMENT GROUP LLC<br>131 S DEARBORN STREET 32ND FL<br>CHICAGO, IL 60603                                |               | X         |         |       |
| CITADEL EQUITY FUND LTD<br>C/O CITADEL INVESTMENT GROUP LLC<br>131 S DEARBORN STREET 32ND FL<br>CHICAGO, IL 60603 |               | X         |         |       |
| GRIFFIN KENNETH C<br>C/O CITADEL INVESTMENT GROUP LLC<br>131 S DEARBORN STREET 32ND FL<br>CHICAGO, IL 60603       |               | X         |         |       |
| CITADEL ADVISORS LLC<br>C/O CITADEL INVESTMENT GROUP II, L.L.C.   |               | X         |         |       |

131 S DEARBORN ST., 32ND FLOOR  
CHICAGO, IL 60603

CITADEL HOLDINGS I LP  
C/O CITADEL INVESTMENT GROUP II, L.L.C. X  
131 S DEARBORN ST., 32ND FLOOR  
CHICAGO, IL 60603

CITADEL HOLDINGS II LP  
C/O CITADEL INVESTMENT GROUP II, L.L.C. X  
131 S DEARBORN ST., 32ND FLOOR  
CHICAGO, IL 60603

Citadel Derivatives Group, LLC  
131 SOUTH DEARBORN STREET X  
CHICAGO, IL 60603

CITADEL DERIVATIVES TRADING LTD  
C/O CITADEL INVESTMENT GROUP LLC X  
131 S DEARBORN STREET 32ND FLOOR  
CHICAGO, IL 60603

CITADEL INVESTMENT GROUP II, L.L.C.  
131 S DEARBORN ST. X  
32ND FLOOR  
CHICAGO, IL 60603

## Signatures

/s/ John C. Nagel, Authorized Signatory 03/06/2009

\_\_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) This security is owned by Citadel Derivatives Trading Ltd. ("CDRT").

Certain of the Form 4's previously filed by the Reporting Persons erroneously netted CDRT's short positions in the Issuer's common stock against its long positions in such stock. These short positions resulted from the exercise of exchange-traded option contracts. Each of these option exercises was reported on the Form 4's previously filed by the Reporting Persons; however, the resulting changes to CDRT's ownership of the Issuer's common stock may not have been correctly reported as a result of such netting. As of the date of this Form 4, CDRT had beneficial ownership of 47,848 shares of common stock of the Issuer and simultaneously held a short position in the amount of 73,135 shares.

(3) This security is owned by Citadel Derivatives Group LLC.

(4) This security is owned by Citadel Equity Fund Ltd.

(5) The securities listed are exchange-traded option contracts. Exchange-traded options are immediately exercisable and remain exercisable until expiration. The transactions shown resulted from the exercise of in-the-money option contracts by a third party.

### Remarks:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: GRIFFIN KENNETH C - Form 4

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