Trautmann Robert E Form 4 December 04, 2012

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

OMB 3235-0287 Number:

OMB APPROVAL

2005

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Trautmann Robert E Issuer Symbol People's United Financial, Inc. (Check all applicable) [PBCT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) PEOPLE'S UNITED BANK, 850 11/30/2012 Sr. EVP, Gen. Counsel & Sec. **MAIN STREET**

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

BRIDGEPORT, CT 06604

(State)

(City)

		Table 1 Non Derivative Securities required, Disposed oi, or Beneficiary Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	3. 4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			d of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
			(A)				Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common						\$				
Common Stock	11/30/2012		D	242	D	12.19	85,601 <u>(2)</u>	D		
						_				

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

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Investment Units	\$ 12.19 (1)	11/30/2012		M	242	<u>(3)</u>	<u>(3)</u>	Common Stock	242	\$ 12 (1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Trautmann Robert E PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604

Sr. EVP, Gen. Counsel & Sec.

Signatures

/s/ Robert E. Trautmann 12/03/2012

**Signature of Reporting 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) Conversion price equal to the closing price as reported by the NASDAQ Stock Market on the conversion date.
- (2) Includes 4,082 shares owned indirectly through the People's United Bank 401(k) Plan and 2,458 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan. Information is based on 09/30/12 Plan statements.
- As of November 30, 2012, all balances previously credited to participants in the People's United Bank excess benefits plan are deemed invested in a cash-denominated investment account that accrues interest at a fixed rate (the "fixed-rate fund"). Investment units previously credited to the reporting person's account under the plan were automatically converted into units of the fixed-rate fund under the plan on the transaction date.

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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