Edgar Filing: NORTON DAVID K - Form 4

Form 4										
March 04, 201	Л								OMB AF	PROVAL
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287
Check this if no longer subject to Section 16. Form 4 or	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hour response	
Form 5 obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(a	a) of the H	Public U		ding Co	npan	y Act of	Act of 1934, 1935 or Section 0	I	
(Print or Type Re	sponses)									
NORTON DAVID K Symbol People			Symbol					5. Relationship of Reporting Person(s) to Issuer		
			People's United Financial, Inc. [PBCT]					(Check all applicable)		
(Last) PEOPLE'S UI MAIN STRE	NITED BANK,	/liddle) 850	3. Date of (Month/D 03/01/20	-	ransaction			Director X Officer (give below) Sr. Exec		
Filed(Mor			endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
BRIDGEPOR		(7:)						Person		
(City)		(Zip)					-	iired, Disposed of,		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)					d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Construction Construction)3/01/2013			F	2,914 (1)	D	\$ 13.115 (2)	125,368 <u>(3)</u>	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.

 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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addre	SS	Relationships				
	Director	10% Owner	Officer	Other		
NORTON DAVID K PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr. Exec. VP and CHRO			
Signatures						
/s/ David K. Norton	03/04/2013					

<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) Represents shares withheld in payment of taxes due on vesting of restricted shares.
- (2) Price reported is the average of the high and low prices for the common stock as reported by the NASDAQ Stock Market on the transaction date.
- (3) Includes 4,346 shares owned indirectly through the People's United Bank 401(k) Plan and 742 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan. Information is based on 12/31/12 Plan statements.

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.