

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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### ISSUER

#### People's United Financial, Inc.

CIK: **1378946** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6035** Savings institution, federally chartered

Mailing Address  
C/O PEOPLE'S BANK  
850 MAIN STREET  
BRIDGEPORT CT 06604

Business Address  
C/O PEOPLE'S BANK  
850 MAIN STREET  
BRIDGEPORT CT 06604  
203-338-4114

### REPORTING OWNER

#### Sherringham Philip R

CIK: **1391818**  
Type: **4** | Act: **34** | File No.: **001-33326** | Film No.: **09545586**

Mailing Address  
C/O PEOPLE'S BANK  
850 MAIN STREET  
BRIDGEPORT CT 06604

Business Address  
(203)338-4584

# 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

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

1. Name and Address of Reporting Person <b>Sherringham Philip R</b>			2. Issuer Name and Ticker or Trading Symbol <b>People's United Financial, Inc. [PBCT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/22/2009</b>					
PEOPLE'S UNITED BANK, 850 MAIN STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) BRIDGEPORT, CT 06604								
(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	01/22/2009		A		38,549 <sup>(1)</sup>	A	\$ 0	617,105 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Option to Buy	\$16.575	01/22/2009		A		89,554		(3)	01/22/2019	Common Stock	\$ 0	89,554	D	

#### Explanation of Responses:

- These are restricted shares that vest in annual increments on 2/1/11 (50%); 2/1/12 (25%); and 2/1/13 (25%).
- Includes 9,718 shares owned indirectly through the People's United Bank 401(k) Plan (including 79 shares acquired through dividend reinvestment). Also includes 30,725 investment units accrued under the People's United Bank excess benefits plan and 593 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 5 shares acquired through dividend reinvestment). Information is based on 12/31/08 Plan statements.
- Exercisable in annual increments on 2/1/11 (50%); 2/1/12 (25%); and 2/1/13 (25%).

## Signatures

/s/ Philip R. Sherringham

\*\* Signature of Reporting Person

01/23/2009

Date

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

\* 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).

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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