People's United Financial, Inc.
Form 4
April 17, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTERS KIRK W

(Last) (First) (Middle)

PEOPLES UNITED BANK, 850 MAIN STREET

(Street)

BRIDGEPORT, CT 06604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
People's United Financial, Inc. [PBCT]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2017

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)
Sr Executive Vice President

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

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								26,231 (1)	D	
Common Stock	03/31/2017		G	V	0 (2)	A	$ 0	303,542 (2)	I	By Gus & Bonnie, LLC

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTERS KIRK W PEOPLES UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr Executive Vice President	

Signatures

/s/ Kirk W. Walters	03/31/2017
**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 7,486 shares owned indirectly through the People's United Bank 401(k) Plan (including 66 shares acquired through dividend reinvestment) and 2,122 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 19 shares acquired through dividend reinvestment). Information is based on 3/31/17 Plan statements.

(2) The reporting person's spouse gifted her 50% ownership in Gus & Bonnie, LLC in equal percentages to the Kirk W. Walters, Trustee of the JAW Irrevocable Trust dated March 18, 2017, and the Kirk W. Walters, Trustee of the JWW Irrevocable Trust dated March 18, 2017 (the "Trusts"). The Trusts have no voting power and no investment power with respect to the issuer's shares held by Gus & Bonnie, LLC, and the reporting person is sole trustee of the Trusts.

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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