

LPL Financial Holdings Inc.  
Form 4  
March 28, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**DINH VIET D**

(Last) (First) (Middle)

**C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR**

(Street)

**BOSTON, MA 02109**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**LPL Financial Holdings Inc. [LPLA]**

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

**03/24/2017**

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)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	03/24/2017		A	22 <sup>(1)</sup>	A	\$ 0	8,172	D
Common Stock	03/24/2017		A	11 <sup>(2)</sup>	A	\$ 0	8,183	D
Common Stock							4,844	I
								Held through GRAT <sup>(3)</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)

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)

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

DINH VIET D  
C/O LPL FINANCIAL HOLDINGS INC.  
75 STATE STREET, 22ND FLOOR  
BOSTON, MA 02109

X

## Signatures

/s/ Gregory M. Woods,  
attorney-in-fact

03/28/2017

\_\_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) Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan (the "2010 Plan"). Each stock unit represents the right to receive one share of common stock and is scheduled to vest in full on May 11, 2017. The reporting person was previously granted stock units that were subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan (the "DDCP"), pursuant to which the reporting person elected to defer receipt of the equity portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy (the "Policy"). The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

(2) Represents stock units granted under the 2010 Plan. Each stock unit represents the right to receive one share of common stock and is fully vested. The reporting person was previously granted stock units that were subject to a written deferral election under the DDCP, pursuant to which the reporting person elected to defer receipt of the cash portion of the annual retainer under the Policy. The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

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- (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

**Remarks:**

The signatory is signing on behalf of Viet D. Dinh pursuant to a Power of Attorney dated August 31, 2015, which was previously filed.

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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