

Kalbaugh John Andrew
 Form 4
 February 07, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Kalbaugh John Andrew

(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)
 02/05/2018

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)
 Managing Director

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/05/2018		M		10,000	A	\$ 27.17 38,050 D
Common Stock	02/05/2018		S ⁽¹⁾		400	D	\$ 61.16 37,650 D ⁽²⁾
Common Stock	02/05/2018		S		7,100	D	\$ 62.49 30,550 D ⁽³⁾
Common Stock	02/05/2018		S		2,500	D	\$ 28,050 ⁽⁵⁾ 63.17 D

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staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$62.04 to \$63.03, inclusive.

- (3) The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$63.04 to \$63.38, inclusive.

- (4) The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.

Consists of (i) 9,570 shares of Common Stock; (ii) 856 restricted stock units that vest in full on March 6, 2018; (iii) 1,541 restricted stock units that vest in full on March 6, 2018; (iv) 5,526 restricted stock units that vest ratably on each of February 25, 2018 and

- (5) February 25, 2019; (v) 3,111 restricted stock units that vest in full on February 25, 2019; (vi) 3,253 restricted stock units that vest ratably on each of June 13, 2018 and June 13, 2019; and (vii) 4,193 restricted stock units that vest ratably on each of March 13, 2018, March 13, 2019 and March 13, 2020.

- (6) This option became exercisable in five installments, beginning on June 10, 2009, which was the first anniversary of the date on which it was granted. The option became fully vested on June 10, 2013.

Remarks:

The signatory is signing on behalf of John Andrew Kalbaugh pursuant to a Power of Attorney dated August 3, 2015, which wa

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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