

E TRADE FINANCIAL Corp
 Form 4
 February 09, 2016

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 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 *
 Roessner Karl A

2. Issuer Name and Ticker or Trading Symbol
 E TRADE FINANCIAL Corp
 [ETFC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1271 AVENUE OF THE AMERICAS, 14TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & General Counsel

NEW YORK, NY 10020-1302

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

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

(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 or Price | | |
| Common Stock | 02/05/2016 | | A | | 45,503 (1) | A | \$ 0 296,077 |
| Common Stock | 02/06/2016 | | A | | 8,720 (2) | A | \$ 0 304,797 |
| Common Stock | 02/06/2016 | | F | | 3,695 (3) | D | \$ 23.075 301,102 |
| Common Stock | 02/06/2016 | | F | | 7,176 (4) | D | \$ 23.075 293,926 |
| Common Stock | 02/06/2016 | | F | | 6,412 (5) | D | \$ 23.075 287,514 |

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| | | | | | | | |
|--------------|------------|---|--------------|---|-----------|---------|---|
| Common Stock | 02/06/2016 | F | 5,584 (5) | D | \$ 23.075 | 281,930 | D |
| Common Stock | 02/07/2016 | F | 8,305 (6) | D | \$ 23.075 | 273,625 | D |

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

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SEC 1474
(9-02)

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 Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roessner Karl A 1271 AVENUE OF THE AMERICAS 14TH FLOOR NEW YORK, NY 10020-1302 | | | EVP & General Counsel | |

Signatures

By: Lori Sher For: Karl A. Roessner
Date: 02/09/2016

**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) Restricted stock unit award that will vest over three years, with one-third vesting on February 5, 2017; one-third vesting on February 5, 2018; and the remaining one-third vesting on February 5, 2019.

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- Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 6, 2015, which vested based upon the Company's achievement of earnings per share targets and key business initiatives relating to 2015.
- (2) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 6, 2015.
 - (3) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-fourth of a grant of restricted stock originally made on February 6, 2013.
 - (4) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-third of a grant of restricted stock originally made on February 6, 2015.
 - (5) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-third of a grant of restricted stock originally made on February 7, 2014.
 - (6)

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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