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

1. Name and Address of Reporting Person*
   Dwight John K.
   (Last) (First) (Middle)
   700 Crosswind Drive
   Charlotte VT 05445

2. Issuer Name and Ticker or Trading Symbol
   People’s United Financial, Inc. (PBCT)

3. Date of Earliest Transaction Required to be Reported
   (Month/Day/Year)
   May 16, 2019

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

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Transacted Day or if any Date of Deemed Execution</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Securities Acquired or Disposed of Following Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/16/19</td>
<td>A</td>
<td>5,834 (1)</td>
<td>A $0</td>
<td>249,961 (2)</td>
<td>D</td>
<td>H. Dwight Revocable Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>C. Dwight Revocable Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>P. Dwight Revocable Trust</td>
</tr>
</tbody>
</table>

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 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)*

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Code</strong></td>
<td><strong>V</strong></td>
<td><strong>(A)</strong></td>
<td><strong>(D)</strong></td>
<td><strong>Date Exercisable</strong></td>
<td><strong>Expiration Date</strong></td>
<td><strong>Title</strong></td>
<td><strong>Amount</strong></td>
<td><strong>Number of Shares</strong></td>
<td><strong>Owner- ship Form of Derivative Security</strong></td>
<td><strong>Nature of Indirect Beneficial Ownership</strong></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. These are restricted shares that vest on the earlier of May 16, 2020 or the date of the People’s United Financial, Inc. 2020 Annual Meeting of Shareholders.

2. Includes 66,050 investment units accrued under the Chittenden Corporation Deferred Compensation Plan (including 708 units accrued due to the deemed reinvestment of dividend equivalents. Each investment unit corresponds to one share of common stock.

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**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.**


/s/ Kristy Berner, attorney-in-fact

May 16, 2019

**Signature of Reporting Person**

**Date**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.