

# 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*  Franklin Jerry  <small>(Last) (First) (Middle)</small>  37 Crosswood Road  <small>(Street)</small> Farmington CT 06032  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol  People's United Financial, Inc. (PBCT)	5. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span>  _____ Officer (give _____ Other (specify <small>title below) below)</small>
3. Date of Earliest Transaction Required to be Reported <small>(Month/Day/Year)</small>  April 19, 2018		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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 <small>(Instr. 3)</small>	2. Trans- action Date  <small>(Month/Day/ Year)</small>	2A. Deemed Execution Date, if any <small>(Month/ Day/Year)</small>	3. Trans- action Code <small>(Instr. 8)</small>		4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  <small>(Instr. 3 and 4)</small>	6. Ownership Form: Direct (D) or Indirect (I)  <small>(Instr. 4)</small>	7. Nature of Indirect Benefi- cial Own- ership  <small>(Instr. 4)</small>
			<small>Code</small>	<small>V</small>	<small>Amount</small>	<small>(A) or (D)</small>	<small>Price</small>			
Common Stock	04/19/2018		A		5,168 (1)	A	\$0	98,117	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**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)

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) These are restricted shares that vest on the earlier of April 19, 2019 or the date of the People’s United Financial, Inc. 2019 Annual Meeting of Shareholders.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Robert E. Trautmann, attorney-in-fact  
\*\* Signature of Reporting Person

April 19, 2018  
Date

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