**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*

   Franklin

   Jerry

   (Last) (First) (Middle)

   37 Crosswood Road

   Farmington

   CT

   06032

   (Street) (City) (State) (Zip)

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

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**Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired or Disposed of</th>
<th>Amount of Securities Beneficially Owned Following Reported 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></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5,834 (1) A $0 99,151 D

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


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

**/s/Kristy Berner, attorney-in-fact**

May 16, 2019  
**Signature of Reporting Person**  
**Date**

**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.