**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**

Norton David K.

(First) (Middle) (Last)

850 Main Street

Bridgeport CT 06604

**2. Issuer Name and Ticker or Trading Symbol**

People’s United Financial, Inc. (PBCT)

**3. Date of Earliest Transaction Required to be Reported**

February 20, 2020

**4. If Amendment, Date Original Filed**

**5. Relationship of Reporting Person(s) to Issuer**

(Officer (give title below))

Senior Executive Vice President and Chief Human Resources Officer

**6. Individual or Joint/Group Filing**

Form filed by One Reporting Person

**Table 1 — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Trans-</th>
<th></th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/20/2020</td>
<td></td>
<td>A</td>
<td>7,959 (1) A</td>
<td>$0</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Ownership Form:</th>
<th>Direct (D) or Indirect (I)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
</table>

**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).
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>3. Transaction Date (Month/Day/Year)</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 Transaction(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>Employee Option To Buy</td>
<td>$16.2150</td>
<td>02/20/2020</td>
<td>A</td>
<td>78,019</td>
<td>(3)</td>
<td>02/20/2030</td>
<td>Common Stock</td>
<td>78,019</td>
<td>$0</td>
<td>78,019</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) These are restricted shares that vest in annual increments on 3/1/21 (33 1/3%); 3/1/22 (33 1/3%); and 3/1/23 (33 1/3%).

(2) Includes 3,084 shares owned indirectly through the People’s United Financial, Inc. Employee Stock Ownership Plan (including 33 shares acquired through dividend reinvestment). Information is based on 12/31/19 Plan statements.

(3) Exercisable in annual increments on 3/1/21 (33 1/3%); 3/1/22 (33 1/3%); and 3/1/23 (33 1/3%).

/s/ David K. Norton February 20, 2020
** Signature of Reporting Person Date

** 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.