**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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date of Transaction</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/21/19</td>
<td>A</td>
<td>7,352 (1)</td>
<td>$0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>A</td>
<td>107,583 (2)</td>
<td>D</td>
</tr>
</tbody>
</table>
**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.

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**FORM 4 (continued)**

**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 and 4)</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>$17.6275</td>
<td>02/21/19</td>
<td></td>
<td>A</td>
<td>64,796</td>
<td>(3) 02/21/2029</td>
<td>Common Stock 64,796</td>
<td>$0</td>
<td>64,796 D</td>
<td>Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares Price of Derivative Security Beneficially Owned Following Reported Transaction(s) Ownership Form of Derivative Security Direct (D) or Indirect (I) Nature of Indirect Beneficial Ownership</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) These are restricted shares that vest in annual increments on 3/1/20 (33 1/3%); 3/1/21 (33 1/3%); and 3/1/22 (33 1/3%).

(2) Includes 14,696 shares owned indirectly through the People’s United Bank 401(k) Plan (including 160 shares acquired through dividend reinvestment). Also includes 2,694 shares owned indirectly through the People’s United Financial, Inc. Employee Stock Ownership Plan (including 29 shares acquired through dividend reinvestment). Information is based on 12/31/18 Plan statements.

(3) Exercisable in annual increments on 3/1/20 (33 1/3%); 3/1/21 (33 1/3%); and 3/1/22 (33 1/3%).

/s/ David K. Norton February 21, 2019
**Signature of Reporting Person Date**

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