

**FORM 4/A**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 2 0549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940**

|  |                   |
|--|-------------------|
| <b>OMB APPROVAL</b>                              |                   |
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|   |         |          |   |  |   |  |
|---|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol   |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |
| Norton                                    | David   | K.       | Peoples United Financial Inc (PBCT)   |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction Required to be Reported<br>(Month/Day /Year)  |  | 4. If Amendment, Date of Original Filed<br>(Month/Day /Year)  |  |
| 850 Main Street                           |         |          | March 1, 2019   |  | March 4, 2019   |  |
| (Street)                                  |         |          |   |  |   |  |
| Bridgeport                                | CT      | 06604    |   |  |   |  |
| (City)                                    | (State) | (Zip)    | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |   |  |
|   |         |          | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |   |  |

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

| 1 . Title of Security (Instr. 3) | 2. Transaction Date (Month/Day /Year) | 2A. Deemed Execution Date, if any (Month/Day /Year) | 3 . Transaction Code (Instr. 8) |   | 4 . Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |          | 5 . Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7 . Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|---------------------------------------|---|---------------------------------|---|--|------------|----------|--|--|--|
|                                  |                                       |   | Code                            | V | Amount   | (A) or (D) | Price    |  |  |  |
| Common Stock                     | 03/01/19                              |   | A                               |   | 9,014  | A          | \$17.815 | 113,291 (1)  | 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).

Potential persons who are to 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.

SEC 1474(11-11)

**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 (Direct (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) Amount of Securities Beneficially Owned Following Reported Transaction(s) was incorrectly stated on the original Form 4 filing.

/s/ David K. Norton

03/21/2019

\*\*Signature of Reporting Person

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1 001 and 15 U.S.C. 78ff(a).

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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