

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

OMB Number: 3235-0287
Expires: October 31, 2021
Estimated average burden hours per response:0.5

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* Norton David K. (Last) (First) (Middle) 850 Main Street (Street) Bridgeport CT 06604 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol People's United Financial, Inc. (PBCT)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>Senior Executive Vice President and Chief Human Resources Officer</u>
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) October 30, 2019	
	4. If Amendment, Date Original Filed (Month/Day/Year)	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 (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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 Benefi- cial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/19		M		175,050	A	\$16.54	290,491	D	
Common Stock	10/30/19		M		63,300	A	\$15.80	353,791	D	
Common Stock	10/30/19		S		175,050	D	\$16.68(1)	178,741	D	
Common Stock	10/30/19		S		63,300	D	\$16.56(2)	115,441(3)	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.

SEC 1474 (6-03)

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				
				Employee Option to Buy	\$16.54	10/30/19		M			175,050				
Employee Option to Buy	\$15.80	10/30/19		M			63,300	(5)	1/28/2020	Common Stock	63,300	\$0	0	D	

Explanation of Responses:

- (1) This transaction was executed in multiple trades at prices ranging from \$16.55 to \$16.79. The reported price reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, People’s United Financial, Inc. or a shareholder of People’s United Financial, Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$16.55 to \$16.585. The reported price reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the SEC staff, People’s United Financial, Inc. or a shareholder of People’s United Financial, Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (3) Includes 16,489 shares owned indirectly through the People’s United Bank 401(k) Plan (including 201 shares acquired through dividend reinvestment). Also includes 3,051 shares owned indirectly through the People’s United Financial, Inc. Employee Stock Ownership Plan (including 37 shares acquired through dividend reinvestment). Information is based on 9/30/2019 Plan statements.
- (4) Exercisable in annual increments of 20% over the course of five years, beginning on the first anniversary of the date of the grant.
- (5) Exercisable in annual increments on 1/25/2012 (50%); 1/25/2013 (25%); and 1/25/2014 (25%).

/s/ David K. Norton

** Signature of Reporting Person

October 30, 2019

Date

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

See 18 U.S.C. 1001 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.