

Pizzi Michael A.
Form 4
February 08, 2019

FORM 4

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

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**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pizzi Michael A.

2. Issuer Name **and** Ticker or Trading
Symbol
E TRADE FINANCIAL CORP
[ETFC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11 TIMES SQUARE, 32ND FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Chief Operating Officer

NEW YORK, NY 10036

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	02/06/2019		A	6,514 (1)	A \$ 0 87,423	D	
Common Stock	02/06/2019		F	2,968 (2)	D \$ 46.9825 84,455	D	
Common Stock	02/06/2019		A	10,420 (3)	A \$ 0 94,875	D	
Common Stock	02/06/2019		F	4,748 (4)	D \$ 46.9825 90,127	D	
Common Stock	02/06/2019		A	4,213 (5)	A \$ 0 94,340	D	

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Common Stock	02/06/2019	F	<u>1,920</u> (6)	D	\$ 46.9825	92,420	D
Common Stock	02/06/2019	A	<u>4,213</u> (5)	A	\$ 0	96,633	D
Common Stock	02/06/2019	F	<u>1,920</u> (6)	D	\$ 46.9825	94,713	D
Common Stock	02/08/2019	A	<u>29,311</u> (7)	A	\$ 0	124,024	D
Common Stock	02/08/2019	A	<u>5,427</u> (7)	A	\$ 0	129,451	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pizzi Michael A. 11 TIMES SQUARE 32ND FLOOR NEW YORK, NY 10036	EVP, Chief Operating Officer

Signatures

By: Lori Sher For: Michael A.
Pizzi

02/08/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 5, 2016, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2018.

(2) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 5, 2016.

(3) Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 3, 2017, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2018.

(4) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 3, 2017.

(5) Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 9, 2018, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2018.

(6) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 9, 2018.

(7) Restricted Stock Unit award that will vest over three years, with one-third vesting on February 8, 2020; one-third vesting on February 8, 2021; and the remaining one-third vesting on February 8, 2022.

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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