LPL Financial Holdings Inc.

Form 4

February 25, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

02/22/2014

02/24/2014

Stock

Stock

Common

1. Name and Address of Reporting Person * Thomas Lux		Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
	(TI)		nancial H	Č	nc. [I	LPLA]	(Chec	ck all applicable)
(Last)	(First) (N	Middle) 3. Date of	of Earliest Ti	ransaction					
			Day/Year)				Director		Owner
C/O LPL FINANCIAL HOLDINGS			02/22/2014				_X_ Officer (give		er (specify
INC., 75 ST	ΓATE STREET						below)	below) EVP, CAO	
(Street) 4			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
		Filed(Mo	nth/Day/Year	.)			Applicable Line)		
			·				_X_ Form filed by	One Reporting Pe	rson
BOSTON,	MA 02109						Form filed by M Person	More than One Re	porting
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	02/22/2014		E	230	D	\$	4 070 (1)	D	

230

1,243

(2)

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

F

A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

 $4,970^{(1)}$

6,213

\$0

D

D

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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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 54.81	02/24/2014		A	4,924	(3)	02/24/2024	Common Stock	4,924

Reporting Owners

Reporting Owner Name / Address		Keiationsinps					
	Director	10% Owner	Officer	Other			

Thomas Lux

C/O LPL FINANCIAL HOLDINGS INC.

75 STATE STREET BOSTON, MA 02109 EVP, CAO

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(In

Signatures

/s/ Thomas Lux 02/25/2014

**Signature of 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) Consists of (i) 1,792 shares of Common Stock; (ii) 1,566 restricted stock units that vest ratably on February 22, 2015, February 22, 2016 and February 22, 2017; and (iii) 1,612 restricted stock units that vest in full on February 25, 2015.
- These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of February 24, 2015, February 24, 2016 and February 24, 2017. Vested shares will be issued to the reporting person as soon as practicable after the applicable vesting date.
- (3) This option becomes exercisable in three equal annual installments on each of February 24, 2015, February 24, 2016 and February 24, 2017

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

Reporting Owners 2