

DWIGHT JOHN K
 Form 4
 April 22, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DWIGHT JOHN K

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)

(Last) (First) (Middle)
 700 CROSSWIND DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

CHARLOTTE, VT 05445
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 04/18/2013 | | A | (A) or (D) 7,362 (1) | \$ 0 195,268 (2) | D | |
| Common Stock | | | | | 8,902 | I | By H. Dwight Revocable Trust |
| Common Stock | | | | | 4,253 | I | By C. Dwight Revocable Trust |
| | | | | | 4,253 | I | |

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Includes 94,235 investment units accrued under the Chittenden Corporation Deferred Compensation Plan (including 4,801 units accrued due to the deemed reinvestment of dividend equivalents). Each investment unit corresponds to one share of common stock.

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