

People's United Financial, Inc.
 Form 4
 March 19, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTERS KIRK W

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr Exec VP & Chief Fin Officer

C/O PEOPLE'S UNITED BANK, 850 MAIN STREET

(Street)

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

BRIDGEPORT, CT 06604

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/01/2014		G ⁽¹⁾	V 32,195 D \$ 0	107,735 ⁽²⁾	D	
Common Stock	03/01/2014		G ⁽¹⁾	V 32,195 A \$ 0	211,772	I	by Gus & Bonnie, LLC
Common Stock	03/17/2014		G ⁽¹⁾	V 32,481 D \$ 0	75,254 ⁽²⁾	D	
Common Stock	03/17/2014		G ⁽¹⁾	V 32,481 A \$ 0	244,253	I	by Gus & Bonnie, LLC

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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 (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTERS KIRK W C/O PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604	X		Sr Exec VP & Chief Fin Officer	

Signatures

/s/ Kirk W. Walters 03/18/2014

__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) The reporting person transferred these shares to Gus & Bonnie, LLC (GBLLC), a limited liability company. The reporting person is the settlor and a co-trustee of a trust owning a 50% membership interest in GBLLC. The remaining 50% membership interest in GBLLC is owned by a second trust of which the reporting persons spouse is the settlor and reporting person is a co-trustee.
- (2) Includes 4,572 shares owned indirectly through the Peoples United Bank 401(k) Plan and 990 shares owned indirectly through the Peoples United Financial, Inc. Employee Stock Ownership Plan. Information is based on 12/31/13 Plan statements.

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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