

People's United Financial, Inc.  
 Form 4  
 September 02, 2008

**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 \*  
 D'Amore Robert R

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)  
 PEOPLE'S UNITED BANK, 850  
 MAIN STREET  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/28/2008

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Exec VP

BRIDGEPORT, CT 06604

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

(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)
			Code	V	Amount or Price		
Common Stock	08/28/2008		M		12,523 A \$ 5.6085	561,245 (1)	D
Common Stock	08/28/2008		M		6,378 A \$ 4.782	567,623 (1)	D
Common Stock	08/28/2008		M		29,768 A \$ 5.3143	597,391 (1)	D
Common Stock	08/28/2008		S		3,000 D \$ 17.48	594,391 (1)	D
Common Stock	08/28/2008		S		9,338 D \$ 17.49	585,053 (1)	D

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Common Stock	08/28/2008	S	12,984	D	\$ 17.5	572,069 <sup>(1)</sup>	D
Common Stock	08/28/2008	S	6,966	D	\$ 17.51	565,103 <sup>(1)</sup>	D
Common Stock	08/28/2008	S	5,509	D	\$ 17.52	559,594 <sup>(1)</sup>	D
Common Stock	08/28/2008	S	3,371	D	\$ 17.53	556,223 <sup>(1)</sup>	D
Common Stock	08/28/2008	S	6,381	D	\$ 17.54	549,842 <sup>(1)</sup>	D
Common Stock	08/28/2008	S	1,120	D	\$ 17.55	548,722 <sup>(1)</sup>	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Option to Buy	\$ 5.6085	08/28/2008		M	12,523	<sup>(2)</sup> 03/01/2011	Common Stock	12,523	
Employee Option to Buy	\$ 4.782	08/28/2008		M	6,378	<sup>(2)</sup> 02/21/2012	Common Stock	6,378	
Employee Option to Buy	\$ 5.3143	08/28/2008		M	29,768	<sup>(2)</sup> 02/20/2013	Common Stock	29,768	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

D'Amore Robert R  
PEOPLE'S UNITED BANK  
850 MAIN STREET  
BRIDGEPORT, CT 06604

Senior Exec VP

## Signatures

/s/ Robert R.  
D'Amore

09/02/2008

\_\_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).  
Includes 43,567 shares owned indirectly through the People's United Bank 401(k) Plan (including 379 shares acquired through dividend reinvestment). Also includes 583 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 5 shares acquired through dividend reinvestment). Information is based on 6/30/08 Plan statements.
- (2) Not subject to previously reported periodic vesting due to discretionary acceleration in December 2005.

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.