

LPL Financial Holdings Inc.

Form 4

February 23, 2017

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 *
White George Burton

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS
INC., 75 STATE STREET, 22ND
FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

LPL Financial Holdings Inc. [LPLA]

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

02/22/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
MD, Investor & Invstmt Solutns

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/22/2017		M	25,000	A \$ 27.4	46,445	D
Common Stock	02/22/2017		S	25,000	D \$ 40.1388	21,445	D
Common Stock	02/22/2017		F	351	D \$ 40.16	21,094 ⁽²⁾	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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. 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 27.4	02/22/2017		M	25,000	(3) 12/07/2017	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

White George Burton
C/O LPL FINANCIAL HOLDINGS INC.
75 STATE STREET, 22ND FLOOR
BOSTON, MA 02109

MD, Investor & Invstmt Solutns

Signatures

/s/ George Burton
White 02/23/2017

**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 price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$40.09 to \$40.19, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.

(2) Consists of (i) 5,086 shares of Common Stock; (ii) 867 restricted stock units that vest on February 24, 2017; (iii) 2,660 restricted stock units that vest ratably on March 6, 2017, and March 6, 2018; (iv) 1,409 restricted stock units that will vest ratably on June 10, 2017 and June 10, 2018; (v) 7,961 restricted stock units that vest ratably on February 25, 2017, February 25, 2018, and February 25, 2019; and (vi) 3,111 restricted stock units that fully vest on February 25, 2019.

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- (3) This option became exercisable in five installments, beginning on December 7, 2008, which was the first anniversary of the date on which it was granted. The option became fully vested on December 7, 2012.

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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