

E TRADE FINANCIAL Corp
 Form 4
 February 11, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Pizzi Michael A.

2. Issuer Name and Ticker or Trading Symbol
 E TRADE FINANCIAL Corp
 [ETFC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1271 AVENUE OF THE AMERICAS, 14TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Financial Officer

NEW YORK, NY 10020-1302

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	02/09/2016		F	(1)	D \$ 20.865	165,713	D	
Common Stock	02/09/2016		F	(1)	D \$ 20.865	165,256	D	
Common Stock	02/10/2016		M	(2)	A \$ 9.248	168,334	D	
Common Stock	02/10/2016		S	(3)	D \$ 21.2849	163,330	D	
Common Stock	02/10/2016		S	(3)	D \$ 21.2215	149,150	D	

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Common Stock 02/10/2016 S 3,078⁽⁴⁾ D \$ 21.3665 146,072 D

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

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SEC 1474
(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. Amount or Number of Shares
Stock Option	\$ 9.248	02/10/2016		M	3,078	⁽⁵⁾ 02/20/2016	Common Stock	3,078

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pizzi Michael A. 1271 AVENUE OF THE AMERICAS 14TH FLOOR NEW YORK, NY 10020-1302			EVP & Chief Financial Officer	

Signatures

By: Karl A. Roessner For: Michael A. Pizzi 02/11/2016

**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) Shares reported were withheld for payment of taxes associated with the vesting of approximately one-fourth of a grant of restricted stock originally made on February 9, 2012.
- (2) Acquisition of common stock upon the exercise of stock options.

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- (3) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on August 14, 2015.
- (4) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on August 14, 2015, including shares sold to cover the costs and tax liabilities associated with the exercise of stock option.
- (5) The stock options vested in two annual installments beginning on February 20, 2010.

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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