

GRIFFIN KENNETH C

Form 4

June 21, 2010

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CITADEL ADVISORS LLC

(Last) (First) (Middle)

C/O CITADEL LLC, 131 S.
DEARBORN STREET, 32ND
FLOOR

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					4,784	D ⁽¹⁾	
Common Stock					24,754	D ⁽²⁾	
Common Stock					21,732,462	D ⁽³⁾	

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. Date	9. Issuer	10. Security	11. CUSIP	12. ISIN	13. Other
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
CALL OPTION [long]	\$ 13.2	06/18/2009		J/K		1		06/18/2009	06/17/2010	Common Stock	4,545,454		
PUT OPTION [short]	\$ 10.45	06/18/2009		J/K		1		06/18/2009	06/17/2010	Common Stock	4,545,454		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITADEL ADVISORS LLC C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL HOLDINGS I LP C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL HOLDINGS II LP C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL SECURITIES LLC C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			

CITADEL DERIVATIVES TRADING LTD
C/O CITADEL LLC
131 S. DEARBORN STREET, 32ND FLOOR
CHICAGO, IL 60603

X

CITADEL INVESTMENT GROUP II, L.L.C.
C/O CITADEL LLC
131 S. DEARBORN STREET, 32ND FLOOR
CHICAGO, IL 60603

X

CITADEL EQUITY FUND LTD
C/O CITADEL LLC
131 S. DEARBORN STREET, 32ND FLOOR
CHICAGO, IL 60603

X

GRIFFIN KENNETH C
C/O CITADEL LLC
131 S. DEARBORN STREET, 32ND FLOOR
CHICAGO, IL 60603

X

Signatures

/s/ John C. Nagel, Authorized
Signatory

06/21/2010

__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) This security is owned by Citadel Derivatives Trading Ltd.
- (2) This security is owned by Citadel Securities LLC.
- (3) This security is owned by Citadel Equity Fund Ltd. ("CEF").

- (4) On June 18, 2009, CEF entered a cash settled collar with Wingate Capital Ltd. ("Wingate") with a floor price of \$10.45, a ceiling price of \$13.20 and referencing 4,545,454 shares. The collar expired in accordance with its terms on June 17, 2010. These terms require Wingate to pay CEF \$2,227,272 (the product of the number of reference shares multiplied by the difference between the \$13.69 closing price for the Issuer's common stock on June 17, 2010 and the \$13.20 ceiling price).

Remarks:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's pecuniary interest therein. Mr. Griffin serves as the Reporting Persons' deputized director on the Issuer's board of directors.

On June 2, 2010, the Issuer completed a 1:10 reverse stock split of its common stock. The numbers reported herein all have been adjusted to reflect the reverse stock split. For the 20 trading day period following the effectiveness of the reverse stock split, the Issuer's common stock is trading temporarily under the symbol "ETFCD".

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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