

Curcio Michael John  
Form 4  
February 09, 2018

**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 \*  
Curcio Michael John

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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

11 TIMES SQUARE, 32ND FLOOR

02/07/2018

Chief Brokerage Officer

(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

NEW YORK, NY 10036

(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	Price	
Common Stock	02/07/2018		S	24,252 <sup>(1)</sup>	\$ 52.0319 <sup>(2)</sup>	D	
Common Stock	02/07/2018		S	280 <sup>(1)</sup>	\$ 52.5684 <sup>(3)</sup>	D	
Common Stock	02/07/2018		A	6,958 <sup>(4)</sup>	\$ 0	D	
Common Stock	02/07/2018		F	2,334 <sup>(5)</sup>	\$ 52.03	D	
	02/07/2018		A		\$ 0	D	

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Common Stock						6,958 (4)				
Common Stock	02/07/2018		F			1,956 (5)	D	\$ 52.03	216,581	D
Common Stock	02/08/2018		S			5,126 (1)	D	\$ 50.6353 (6)	211,455	D
Common Stock	02/08/2018		S			4,500 (1)	D	\$ 51.3821 (7)	206,955	D
Common Stock	02/09/2018		A			18,497 (8)	A	\$ 0	225,452	D
Common Stock	02/09/2018		A			4,110 (8)	A	\$ 0	229,562	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curcio Michael John 11 TIMES SQUARE 32ND FLOOR			Chief Brokerage Officer	

NEW YORK, NY 10036

## Signatures

By: Marc Corredor For: Michael John  
Curcio

02/09/2018

\_\_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) Sale of common stock pursuant to a Rule 10b5-1 plan entered into on March 14, 2017.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.53 to \$52.50, inclusive. The reporting person undertakes to provide to E\*TRADE Financial Corporation, any security holder of E\*TRADE Financial Corporation, 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 range set forth in this Form 4.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.5650 to \$52.57, inclusive. The reporting person undertakes to provide to E\*TRADE Financial Corporation, any security holder of E\*TRADE Financial Corporation, 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 range set forth in this Form 4.

(3) Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 3, 2017, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2017.

(4) Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 3, 2017.

(5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$50.16 to \$51.105, inclusive. The reporting person undertakes to provide to E\*TRADE Financial Corporation, any security holder of E\*TRADE Financial Corporation, 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 range set forth in this Form 4.

(6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.17 to \$51.64, inclusive. The reporting person undertakes to provide to E\*TRADE Financial Corporation, any security holder of E\*TRADE Financial Corporation, 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 range set forth in this Form 4.

(7) Restricted Stock Unit award that will vest over three years, with one-third vesting on February 9, 2019; one-third vesting on February 9, 2020; and the remaining one-third vesting on February 9, 2021.

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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