

GRIFFIN KENNETH C
 Form 4
 December 21, 2011

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 *
 CITADEL ADVISORS LLC

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)
 C/O CITADEL LLC, 131 S.
 DEARBORN ST., 32ND FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/19/2011

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

CHICAGO, IL 60603

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock						4,784	D ⁽¹⁾
Common Stock						27,394,448	D ⁽²⁾
Common Stock	12/19/2011		P	1,975	A	\$ 7.49	26,729 D ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾

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

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displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

131 S. DEARBORN ST., 32ND FLOOR
CHICAGO, IL 60603

CITADEL EQUITY FUND LTD

C/O CITADEL LLC

131 S. DEARBORN ST., 32ND FLOOR
CHICAGO, IL 60603

X

GRIFFIN KENNETH C

C/O CITADEL LLC

131 S. DEARBORN ST., 32ND FLOOR
CHICAGO, IL 60603

X

Signatures

/s/ John C. Nagel, Authorized

12/21/2011

Signatory

__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 Equity Fund Ltd.
- (3) This security is owned by Citadel Securities LLC.

On November 10, 2011, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Initial Depositor"), gave notice to The Bank of New York Mellon ("Trustee"), of its decision to early terminate the Internet HOLDERS Trust effective on the closing date of an Asset Purchase Agreement dated August 11, 2011 between Merrill Lynch & Co., Inc. and Van Eck Associates Corporation ("Van Eck" and, such agreement, the "Agreement"). Such notice notified the Trustee that the closing under the Agreement (the "Closing") will constitute an "early termination" under the Depositary Trust Agreement dated September 2, 1999, as amended by Amendment No. 1 dated as of August 11, 2011, governing the Internet HOLDERS Trust. The Closing was scheduled to occur on or about December 20, 2011, unless extended by Van Eck.

- (4) Such agreement, the "Agreement"). Such notice notified the Trustee that the closing under the Agreement (the "Closing") will constitute an "early termination" under the Depositary Trust Agreement dated September 2, 1999, as amended by Amendment No. 1 dated as of August 11, 2011, governing the Internet HOLDERS Trust. The Closing was scheduled to occur on or about December 20, 2011, unless extended by Van Eck.
- (5) Citadel Securities LLC was the owner of certain Internet Holding Company Depositary Receipts ("Internet Depositary Receipts"). On December 19, 2011, because of the planned termination of the Internet HOLDERS Trust, certain of Citadel Securities LLC's Internet Depositary Receipts were redeemed in kind. As a result of that redemption, Citadel Securities LLC received 1,975 shares of Common Stock of the Issuer. The Common Stock of the Issuer was one of the many portfolio securities owned by the Internet HOLDERS Trust and distributed to Citadel Securities LLC as a result of the redemption. To the extent that the trades reported here could be deemed to generate recoverable short-swing profits beyond those resulting from the trades reported on the Form 4 filed by the Reporting Persons on November 2, 2011, the Reporting Persons intend to reimburse the issuer for any such incremental short swing profits.

Remarks:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent

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.