

GELBARD ARLEN W
Form 4
February 15, 2007

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 *
GELBARD ARLEN W

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)
02/13/2007

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

C/O E*TRADE FINANCIAL CORPORATION, 135 E. 57TH STREET

(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 10022

(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 (A) or (D) Price | | |
| Common Stock | 01/31/2006 | 01/31/2006 | J | | \$ 126 ⁽¹⁾ 22.9188 | 350,149 | D |
| Common Stock | 02/13/2007 | 02/13/2007 | A | | 7,754 ⁽²⁾ \$ 23.325 | 357,903 | D |
| Common Stock | 02/13/2007 | 02/13/2007 | A | | 18,221 ⁽²⁾ \$ 23.325 | 376,124 | D |
| Common Stock | 02/13/2007 | 02/13/2007 | A | | 5,359 ⁽³⁾ \$ 23.325 | 381,483 | D |
| | 02/15/2007 | 02/15/2007 | F | | \$ 24.1 | 379,900 | D |

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| | | | | | | | | |
|--------------|------------|------------|---|----------------|---|---------|---------|---|
| Common Stock | | | | 1,583 | | | | |
| | | | | <u>(4)</u> | | | | |
| Common Stock | 02/15/2007 | 02/15/2007 | F | 301 <u>(4)</u> | D | \$ 24.1 | 379,599 | D |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Nonstatutory stock option (right to buy) | \$ 23.325 | 02/13/2007 | 02/13/2007 | A | 52,206 | 02/13/2008 ⁽⁵⁾ 02/13/2014 | Common Stock 5 |
| Nonstatutory stock option (right to buy) | \$ 23.325 | 02/13/2007 | 02/13/2007 | A | 53,156 | 02/13/2008 ⁽⁵⁾ 02/13/2014 | Common Stock 5 |
| Nonstatutory stock option (right to buy) | \$ 23.325 | 02/13/2007 | 02/13/2007 | A | 15,634 | 02/13/2008 ⁽⁶⁾ 02/13/2014 | Common Stock 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GELBARD ARLEN W C/O E*TRADE FINANCIAL CORPORATION 135 E. 57TH STREET NEW YORK, NY 10022 | | | Chief Administrative Officer | |

Signatures

/s/ Russell S.
Elmer

02/15/2007

__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) Voluntary reporting of shares acquired under the E*TRADE Financial Corporation Associate Stock Purchase Plan on January 31, 2007.

(2) Grant of restricted stock issued pursuant to the E*TRADE Financial Corporation 2005 Equity Incentive Plan. The individual's right to retain these shares vests in four (4) equal annual installments beginning on the first anniversary date of the grant.

(3) Grant of restricted stock issued pursuant to the E*TRADE Financial Corporation 2005 Equity Incentive Plan. The individual's right to retain these shares vests in four (4) equal annual installments beginning on the first anniversary date of the grant; provided, however, that the individual's right to vest in some or all of the shares terminates immediately upon a determination by the Compensation Committee (ratified by the Board of Directors) that performance metrics for 2007 have not been met.

(4) Shares reported were withheld for the payment of taxes associated with the vesting of 25% of a grant of restricted stock originally made on February 15, 2006.

(5) Option granted pursuant to the E*TRADE Financial Corporation 2005 Equity Incentive Plan. This option becomes vested and exercisable in four (4) equal annual installments beginning on the first anniversary of the date of grant.

(6) Option granted pursuant to the E*TRADE Financial Corporation 2005 Equity Incentive Plan. This option becomes vested and exercisable in four (4) equal annual installments beginning on the first anniversary of the date of grant; provided, however, that the individual's right to vest in some or all of the options terminates immediately upon a determination by the Compensation Committee (ratified by the Board of Directors) that performance metrics for 2007 have not been met.

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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