

E TRADE FINANCIAL CORP
 Form 3
 November 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Utton Nicholas (Last) (First) (Middle) C/O E*TRADE FINANCIAL CORPORATION,Â 135 E. 57TH STREET (Street) NEW YORK,Â NYÂ 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/03/2008	3. Issuer Name and Ticker or Trading Symbol E TRADE FINANCIAL CORP [ETFC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Marketing Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	237,960 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	Â (2)	06/25/2014	Common Stock	225,000	\$ 11.255	D	Â
Stock Option	Â (3)	05/03/2012	Common Stock	115,741	\$ 10.88	D	Â
Stock Option	Â (3)	02/15/2013	Common Stock	40,129	\$ 23.77	D	Â
Stock Option	Â (3)	02/13/2014	Common Stock	50,030	\$ 23.325	D	Â
Stock Option	Â (4)	02/11/2015	Common Stock	162,904	\$ 5.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Utton Nicholas C/O E*TRADE FINANCIAL CORPORATION 135 E. 57TH STREET NEW YORK, NY 10022	Â	Â	Â Chief Marketing Officer	Â

Signatures

/s/ Russell S. Elmer, Attorney-in-Fact for Nicholas Utton

11/10/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 173,022 represents previous grants of restricted stock awards that remain unvested.
- (2) Options are fully exercisable.
- (3) Options vest and become exercisable in equal annual installments over four years from the grant date, which was seven years before the listed expiration date.
- (4) Options vest and become exercisable over two years from the grant date, which was seven years before the listed expiration date, with 33% vesting after the first year and the remainder after the second year.

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.