

LPL Financial Holdings Inc.

Form 4

February 23, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kalbaugh John Andrew

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS
INC., 75 STATE STREET, 22ND
FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LPL Financial Holdings Inc. [LPLA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
MD, Divisional President NSC

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2017		F		345	D	\$ 40.16
Common Stock	02/23/2017		M		30,000	A	\$ 25.55
Common Stock	02/23/2017		S		30,000	D	\$ 39.73

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 25.5	02/23/2017		M		30,000		<u>(2)</u>	08/20/2017	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kalbaugh John Andrew C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109			MD, Divisional President NSC	

Signatures

/s/ Gregory M. Woods,
attorney-in-fact

02/23/2017

__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).

- Consists of (i) 5,684 shares of Common Stock; (ii) 675 restricted stock units that vest in full on February 24, 2017; (iii) 1,712 restricted stock units that vest ratably on March 6, 2017 and March 6, 2018; (iv) 1,541 restricted stock units that vest in full on March 6, 2018; (v) (1) 8,290 restricted stock units that vest ratably on each of February 25, 2017, February 25, 2018 and February 25, 2019; (vi) 3,111 restricted stock units that vest in full on February 25, 2019; and (vii) 4,880 restricted stock units that vest ratably on each of June 13, 2017, June 13, 2018 and June 13, 2019.
- (2) This option became exercisable in five installments, beginning on August 20, 2008, which was the first anniversary of the date on which it was granted. The option became fully vested on August 20, 2012.

Remarks:

The signatory is signing on behalf of John Andrew Kalbaugh pursuant to a Power of Attorney dated August 3, 2015.

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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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