

Gooley Thomas
Form 4
February 06, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gooley Thomas

(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)

02/04/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Managing Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/04/2019		M		20,576	A	\$ 43.74	41,868	D
Common Stock	02/04/2019		M		15,938	A	\$ 24.38	57,806	D
Common Stock	02/04/2019		M		6,926	A	\$ 39.48	64,732	D
Common Stock	02/04/2019		S		40,340	D	\$ 74.81 ⁽¹⁾	24,392	D
	02/04/2019		S		3,100	D		21,292 ⁽³⁾	D

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Common Stock \$ 75.06
(2)

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

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SEC 1474
(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 43.74	02/04/2019		M	20,576	(4) 08/06/2025	Common Stock	20,576
Option to purchase Common Stock	\$ 24.38	02/04/2019		M	15,938	(5) 06/13/2026	Common Stock	15,938
Option to purchase Common Stock	\$ 39.48	02/04/2019		M	6,926	(6) 03/13/2027	Common Stock	6,926

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gooley Thomas C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109	Managing Director

Signatures

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

02/06/2019

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.05 to \$75.03 per share, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., 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 ranges set forth in this footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.055 to \$75.09 per share, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., 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 ranges set forth in this footnote (2) to this Form 4.

(3) Consists of (i) 7,997 shares of Common Stock; (ii) 1,830 restricted stock units that vest in full on February 25, 2019; (iii) 3,111 restricted stock units that vest in full on February 25, 2019; (iv) 976 restricted stock units that vest in full on June 13, 2019; (v) 3,958 restricted stock units that vest ratably on each of March 13, 2019 and March 13, 2020; and (vi) 3,420 restricted stock units that vest ratably on each of February 23, 2019, February 23, 2020 and February 23, 2021.

(4) This option became exercisable in three installments, beginning August 6, 2016, which was the first anniversary of the date on which it was granted. The option became fully vested on August 6, 2018.

(5) This option, representing a right to purchase a total of 23,907 shares, becomes exercisable in three equal installments, beginning on June 13, 2017, which was the first anniversary of the date on which it was granted. The option shall become vested with regard to the remaining 7,969 underlying shares on June 13, 2019.

(6) This option, representing a right to purchase a total of 20,778 shares, becomes exercisable in three equal installments, beginning on March 13, 2018, which was the first anniversary of the date on which it was granted. The option shall become vested with regard to the remaining 13,852 underlying shares on March 13, 2020.

Remarks:

The signatory is signing on behalf of Thomas Gooley pursuant to a Power of Attorney dated June 27, 2015.

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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