Dreyer Brian F Form 4 July 29, 2010

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

obligations

may continue.

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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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 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Dreyer Brian F

(First) (Middle)

PEOPLE'S UNITED BANK, 850 **MAIN STREET**

(Street)

(State)

(Zip)

BRIDGEPORT, CT 06604

2. Issuer Name and Ticker or Trading Symbol

People's United Financial, Inc.

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

07/27/2010

[PBCT]

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Sen. Exec. VP

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(eng)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(Wolling Buy, Tear)	any	Code	(Instr. 3,		` ′	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				(A) or		Reported Transaction(s) (Instr. 3 and 4)				
			Code V	Amount	(D)	Price	(1118tr. 3 and 4)			
Common Stock	07/27/2010		F	1,276 (1)	D	\$ 14.19	235,116	D		
Common Stock	07/29/2010		S	2,662 (2)	D	\$ 13.87	232,454 (3)	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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion or Exercise Price of	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	J
Security			any (Month/Day/Year)	Code	of	``		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	,	
(Instr. 3)				(Instr. 8)	Derivative]	
	Derivative				Securities					(
	Security				Acquired						J
	-				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date	Title	of		
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dreyer Brian F PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604

Sen. Exec. VP

Signatures

/s/ Brian F. 07/29/2010 Dreyer

**Signature of Date
Reporting Person

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) Represents shares withheld in payment of taxes due on vesting of restricted shares. Price reported is the average of the high and low prices for the common stock as reported by the Nasdaq Stock Market on the last business day immediately preceding the transaction date.
- This transaction was executed in multiple trades at prices ranging from \$13.86 to \$13.87. The reported price reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request by the SEC staff, People's United Financial, Inc. or a shareholder of People's United Financial, Inc. full information regarding the number of shares and prices at which the transaction was effected.
- Includes 1,609 shares owned indirectly through the People's United Bank 401(k) Plan (including 29 shares acquired through dividend (3) reinvestment) and 1,489 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan. Information is based on 6/30/10 Plan statements.

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.

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