

LPL Financial Holdings Inc.  
Form 4  
June 04, 2015

**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 \*  
Handelsman Sharyn

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 24TH 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)

06/02/2015

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, Chief Compliance Officer

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	06/02/2015		M	5,050 A \$ 30	11,528	D	
Common Stock	06/02/2015		M	1,343 A \$ 34.61	12,871	D	
Common Stock	06/02/2015		S <sup>(1)</sup>	6,393 D \$ 43.5	6,478 <sup>(2)</sup>	D	

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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
Option to purchase Common Stock	\$ 30	06/02/2015		M	5,050	<sup>(3)</sup> 11/17/2020	Common Stock	5,050
Option to purchase Common Stock	\$ 34.61	06/02/2015		M	1,343	<sup>(4)</sup> 12/22/2020	Common Stock	1,343

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Handelsman Sharyn C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 24TH FLOOR BOSTON, MA 02109			MD, Chief Compliance Officer	

## Signatures

/s/ Sharyn J  
Handelsman

06/04/2015

\*\*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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 13, 2015.
  - (2) Consists of (i) 2,127 shares of Common Stock; (ii) 1,266 restricted stock units that vest ratably on February 22, 2016 and February 22, 2017; (iii) 864 restricted stock units that vest ratably on February 24, 2016 and February 24, 2017; (iv) 1,587 restricted stock units that

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vest ratably on March 6, 2016, March 6, 2017 and March 6, 2018; and (v) 634 restricted stock units that vest in full on March 6, 2018.

Following the exercise reported in this Form 4, this option is not currently exercisable as to any shares. The option becomes exercisable in

(3) five equal installments, beginning on November 17, 2011, which was the first anniversary of the date on which it was granted. The option will become vested and exercisable with regard to the remaining 5,050 shares covered thereby on November 17, 2015.

Following the exercise reported in this Form 4, this option is currently exercisable as to 6,657 shares. The option becomes exercisable in

- (4) five equal installments, beginning on December 22, 2011, which was the first anniversary of the date on which it was granted. The option will become vested and exercisable with regard to the remaining 2,000 shares covered thereby on December 22, 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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