

Arnold Dan H.
Form 4
February 26, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Arnold Dan H.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
BOSTON, MA 02109

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/26/2019 | | G ⁽¹⁾ | V | 3,226 | D | \$ 0 229,760.94 |
| Common Stock | 02/26/2019 | | M ⁽²⁾ | A | 6,198 | D | \$ 32.26 235,958.94 |
| Common Stock | 02/26/2019 | | S ⁽³⁾ | D | 7,113 | D | \$ 77.34 228,845.94 |

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)

| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option to purchase Common Stock | \$ 77.53 | 02/25/2019 | | A | 68,820 | (6) 02/25/2029 | Common Stock | 68,820 | |
| Option to purchase Common Stock | \$ 32.26 | 02/26/2019 | | M(2) | 6,198 | (7) 02/09/2022 | Common Stock | 6,198 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arnold Dan H. C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109 | X | | President & CEO | |

Signatures

/s/ Gregory M. Woods,
attorney-in-fact
Date: 02/26/2019

**Signature of 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) The charitable gift reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2018.
- (2) The stock option exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2018.
- (3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2018.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.86 to \$77.70, 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 (4) to this Form 4.
- (4) Consists of (i) 190,036.94 shares of Common Stock; and (ii) 38,809 restricted stock units that vest ratably on each of February 13, 2020, February 13, 2021 and February 13 2022.
 - (5) This option becomes exercisable in three equal annual installments on each of February 25, 2020, February 25, 2021 and February 25, 2022.
 - (6) This option became exercisable in five installments, beginning February 9, 2013, which was the first anniversary of the date on which it was granted. The option became fully vested on February 9, 2017.

Remarks:

The signatory is signing on behalf of Dan H. Arnold pursuant to a Power of Attorney date March 15, 2017.

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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