LPL Financial Holdings Inc.

Form 4

February 23, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

02/19/2015

(Print or Type Responses)

1. Name and Address of Reporting F Arnold Dan H.	Symbol		5. Relationship of Reporting Person(s) to Issuer			
		inancial Holdings Inc. [LPLA]	(Check all applicable)			
(Last) (First) (M	Middle) 3. Date of	of Earliest Transaction				
		Day/Year)	Director 10% Owner			
C/O LPL FINANCIAL HOLI	DINGS 02/19/2	2015	X Officer (give title Other (specify below)			
INC., 75 STATE STREET			Chief Financial Officer			
(Street)	4. If Am	nendment, Date Original	6. Individual or Joint/Group Filing(Check			
BOSTON, MA 02109	Filed(Mo	onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) ((Zip) Tab	ble I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
(Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock 02/19/2015		M 18,542 A \$ 27.8	204,469 D			

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

 $S^{(1)}$

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SEC 1474

(9-02)

D

46.1545 185,927 ⁽³⁾

\$

(2)

18,542 D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	\$ 27.8	02/19/2015		M	18,542	<u>(4)</u>	02/05/2018	Common Stock	18,542

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Arnold Dan H. C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET BOSTON, MA 02109

Chief Financial Officer

Signatures

/s/ Dan H. Arnold 02/23/2015

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.73, 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.
- Consists of (i) 168,684 shares of Common Stock; (ii) 4,837 restricted stock units that vest in full on February 25, 2015; (iii) 3,284 (3) restricted stock units that vest ratably on each of February 24, 2015, February 24, 2016 and February 24, 2017; and (iv) 9,122 restricted stock units that vest in full on February 24, 2017.
- (4) This option, which represented a right to purchase a total of 50,000 shares, vested on February 5, 2013 and is currently exercisable for 31,458 shares.

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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