

LPL Financial Holdings Inc.  
Form 4  
December 16, 2016

**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 \*  
Brennan John Joseph

(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)

12/14/2016

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)

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 Ownership (Instr. 4)	
			Code	V	Amount or (D) Price			
Common Stock	12/14/2016		A		3,468 (1)	A	\$ 0 44,116 (2)	D
Common Stock	12/14/2016		A		1,734 (3)	A	\$ 0 45,850	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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3)
					Code	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					V	(A)	(D)		

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Brennan John Joseph  
C/O LPL FINANCIAL HOLDINGS INC.  
75 STATE STREET, 22ND FLOOR  
BOSTON, MA 02109 X

**Signatures**

/s/ Gregory M. Woods, as attorney-in-fact 12/16/2016

         \*\*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).  
 Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan. Each stock unit represents the right to receive one share of common stock and is scheduled to vest in full on May 11, 2017. These stock units are subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan pursuant to which the reporting person elected to defer receipt of the equity portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy.
- (1) Includes 386.430681 shares acquired under the Issuer's Dividend Reinvestment Plan.
- (2) Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan. Each stock unit represents the right to receive one share of common stock and is fully vested. These stock units are subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan pursuant to which the reporting person elected to defer receipt of the cash portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy.
- (3)

**Remarks:**

The signatory is signing on behalf of John Joseph Brennan pursuant to a Power of Attorney dated March 10, 2014, which was 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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