LPL Financial Holdings Inc.

Form 4

March 08, 2017

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response...

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Oroschakoff Michelle			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			LPL Financial Holdings Inc. [LPLA]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O LPL FIN	NANCIAL I	HOLDINGS	03/06/2017	_X_ Officer (give title Other (specify			
INC., 75 STATE STREET, 22ND				below) below) Managing Director			
FLOOR		,		Managing Director			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

BOSTON, MA 02109

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

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	/Day/Year) Execution Date, if		n(A) or Disposed of		Securities	Form: Direct	Indirect	
(Instr. 3)	any		Code (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		5)	Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)
				(4)		Reported			
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/06/2017		F	289	D	\$ 39.3	15,540.3773 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	-	Title	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)				Shares		

Reporting Owners

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

Oroschakoff Michelle C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109

Managing Director

Signatures

/s/ Gregory M. Woods, attorney-in-fact

03/08/2017

**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).

Consists of (i) 6,054.377293 shares of Common Stock; (ii) 1,356 restricted stock units that vest in full on September 3, 2017; (iii) 402 restricted stock units that vest in full on November 1, 2017; (iv) 767 restricted stock units that vest in full on March 6, 2018; (v) 922

restricted stock units that vest in full on March 6, 2018; (vi) 2,928 restricted stock units that vest ratably on each of February 25, 2018 and February 25, 2019; and (vii) 3,111 restricted stock units that vest in full on February 25, 2019.

Remarks:

The signatory is signing on behalf of Michelle Oroschakoff pursuant to a Power of Attorney dated August 10, 2015.

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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