SEC Form 4	
------------	--

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPRC	DVAL
OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

	. ,		or Section 30(h) of the Investment Company Act of 1940			
1. Name and Address of Reporting Person <sup>*</sup> <u>Putnam James S</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>LPL Financial Holdings Inc.</u> [ LPLA ]		ationship of Reporting Pe k all applicable) Director	rson(s) to Issuer 10% Owner
	) (First) (Middle) LPL FINANCIAL HOLDINGS INC. TATE STREET, 22ND FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 11/27/2017		Officer (give title below)	Other (specify below)
(Street) BOSTON (City)	MA (State)	02109 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting 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. Transa Code ( 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	11/27/2017		A		16(1)	A	\$ <mark>0</mark>	122,203.5	D	
Common Stock	11/27/2017		A		34 <sup>(2)</sup>	A	\$ <mark>0</mark>	122,237.5	D	

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)		ransaction of ode (Instr. Derivative		Expiration Date (Month/Day/Year) ired r ssed ) : 3, 4		7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

1. Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan (the "2010 Plan"). Each stock unit represents the right to receive one share of common stock and is scheduled to vest in full on May 18, 2018. The reporting person was previously granted stock units that were subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan (the "DDCP"), 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. The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

2. Represents stock units granted under the 2010 Plan. Each stock unit represents the right to receive one share of common stock and is fully vested. The reporting person was previously granted stock units that were subject to a written deferral election under the DDCP, which stock units are fully vested as of the date hereof. The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

### **Remarks:**

The signatory is signing on behalf of James S. Putnam pursuant to a Power of Attorney dated March 9, 2014, which was previously filed with the Commission.

<u>/s/ Gregory M. Woods, as</u>	11/2
<u>attorney-in-fact</u>	11/2
** Signature of Reporting Person	Date

1/29/2017

porting Person

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.