

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gooley Thomas</u>			2. Issuer Name and Ticker or Trading Symbol <u>LPL Financial Holdings Inc. [LPLA]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ <u>MD, Svc, Trading & Operations</u>		
(Last) (First) (Middle) <u>C/O LPL FINANCIAL HOLDINGS INC.,</u> <u>75 STATE STREET, 22ND FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2016</u>					
(Street) <u>BOSTON MA 02109</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2016		A		5,490 ⁽¹⁾	A	\$0	12,348	D	
Common Stock	02/25/2016		A		3,111 ⁽²⁾	A	\$0	15,459 ⁽³⁾	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)	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 Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Option to purchase Common Stock	\$19.85	02/25/2016		A		44,814		(4)	02/25/2026	Common Stock	44,814	\$0	44,814	D	

Explanation of Responses:

- These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of February 25, 2017, February 25, 2018 and February 25, 2019. Vested shares will be issued to the reporting person as soon as practicable after the applicable vesting date.
- These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units vest in full on February 25, 2019. Vested shares will be issued to the reporting person as soon as practicable after the vesting date.
- Consists of (i) 6,858 restricted stock units that vest ratably on each of August 6, 2016, August 6, 2017 and August 6, 2018; and (ii) the restricted stock units reported on this Form 4.
- This option becomes exercisable in three equal annual installments on each of February 25, 2017, February 25, 2018 and February 25, 2019.

Remarks:

The signatory is signing on behalf of Thomas Gooley pursuant to a Power of Attorney dated June 27, 2015, which is filed as Exhibit 24.1 to this filing.

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

02/29/2016

** Signature of Reporting Person

Date

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.

POWER OF ATTORNEY

I hereby constitute and appoint each of David P. Bergers and Gregory M. Woods, signing singly, my true and lawful attorney-in-fact to:

- (1) execute on my behalf any Form 4 Statement of Changes of Beneficial Ownership of Securities or Form 5 Annual Statement of Beneficial Ownership of Securities,
- (2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any Section 16 Report and timely file such report,
- (3) seek or obtain, as my representative and on my behalf, information on transactions in the Company's securities from any third party, including brokers, employees,
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best interest.

I hereby grant to each attorney-in-fact hereunder full power and authority to do and perform any and every act and thing whatsoever necessary or desirable to be done.

I acknowledge that this Power of Attorney does not relieve me of my responsibilities to comply with Section 16 of the Act and the attorneys-in-fact, in serving in such capacity.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Section 16 Reports with respect to my holdings of and transactions in the Company's securities.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 27 day of June, 2015.

By: /s/ Thomas Gooley