

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Casady Mark S</u> (Last) (First) (Middle) <u>C/O LPL FINANCIAL HOLDINGS INC.</u> <u>75 STATE STREET, 22ND FLOOR</u> (Street) <u>BOSTON MA 02109</u> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2017</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

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	02/13/2017		M		62,640	A	\$22.08	193,597 ⁽¹⁾	D	
Common Stock	02/13/2017		S		62,640	D	\$40.84 ⁽²⁾	130,957	D	
Common Stock	02/14/2017		M		57,360	A	\$22.08	188,317	D	
Common Stock	02/14/2017		M		147,111	A	\$34.61	335,428	D	
Common Stock	02/14/2017		S		204,471	D	\$40.65 ⁽³⁾	130,957	D	
Common Stock	02/15/2017		M		2,889	A	\$34.61	133,846	D	
Common Stock	02/15/2017		M		186,439	A	\$32.26	320,285	D	
Common Stock	02/15/2017		M		175,885	A	\$31.6	496,170	D	
Common Stock	02/15/2017		S		365,213	D	\$40.76 ⁽⁴⁾	130,957	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	\$22.08	02/13/2017		M		62,640	(5)	09/14/2019	Common Stock	62,640	\$0	57,360	D		
Option to purchase Common Stock	\$22.08	02/14/2017		M		57,360	(5)	09/14/2019	Common Stock	57,360	\$0	0	D		
Option to purchase Common Stock	\$34.61	02/14/2017		M		147,111	(6)	12/22/2020	Common Stock	147,111	\$0	2,889	D		
Option to purchase Common Stock	\$34.61	02/15/2017		M		2,889	(6)	12/22/2020	Common Stock	2,889	\$0	0	D		
Option to purchase Common Stock	\$32.26	02/15/2017		M		186,439	(7)	02/09/2022	Common Stock	186,439	\$0	0	D		
Option to purchase Common Stock	\$31.6	02/15/2017		M		175,885	(8)	02/22/2023	Common Stock	175,885	\$0	58,628	D		

Explanation of Responses:

- Includes 67,086 shares previously reported by the Reporting Person as indirectly held by the Mark S. Casady 2014 Grantor Retained Annuity Trust.
- The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$40.62 to \$41.17, 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.

3. The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$40.22 to \$40.89, 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 (3) to this Form 4.

4. The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$40.34 to \$41.01, 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 (4) to this Form 4.

5. This option became exercisable in five installments, beginning on September 14, 2010, which was the first anniversary of the date on which it was granted. The option became fully vested on September 14, 2014.

6. The option became exercisable in five installments, beginning on December 22, 2011, which was the first anniversary of the date on which it was granted. The option became fully vested on December 22, 2015.

7. This option became exercisable in five installments, beginning on February 9, 2013, which was the first anniversary of the date on which it was granted. The option became fully vested on February 9, 2017.

8. The option became exercisable in five installments, beginning on February 22, 2014, which was the first anniversary of the date on which it was granted. The remaining 58,628 options will become fully vested on February 22, 2017.

Remarks:

The signatory is signing on behalf of Mark Casady pursuant to a Power of Attorney dated May 28, 2015.

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

02/15/2017

** 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.

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