

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>RIEPE JAMES S</u>  (Last) (First) (Middle) <u>C/O LPL FINANCIAL HOLDINGS INC.</u> <u>75 STATE STREET</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>05/07/2014</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 <input type="checkbox"/> 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	05/07/2014		A		1,706 <sup>(1)</sup>	A	\$46.89	51,456	D	
Common Stock								35,971	I	By Stone Barn LLC

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					

Explanation of Responses:

1. These shares represent restricted stock that was granted under the Issuer's 2010 Omnibus Equity Incentive Plan. This restricted stock will vest in full on the second anniversary of the grant date.

Remarks:

The signatory is signing on behalf of Mr. Riepe pursuant to a Power of Attorney dated March 10, 2014, which is hereby filed with the Commission as an attachment to this Form 4.

/s/ David P. Bergers on behalf of James S. Riepe 05/09/2014  
 \*\* 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.

SECTION 16 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, in
- (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, employee
- (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 in

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

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 servin

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 trans

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 10th day of March, 2014.

/s/ James S. Riepe