

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Gooley Thomas</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Managing Director</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2019</u>	
		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	03/13/2019		F		982	D	\$74.22	17,293	D	
Common Stock	03/14/2019		M		14,938	A	\$19.85	32,231	D	
Common Stock	03/14/2019		M		6,926	A	\$39.48	39,157	D	
Common Stock	03/14/2019		M		3,528	A	\$65.5	42,685	D	
Common Stock	03/14/2019		S		25,392	D	\$74.06 ⁽¹⁾	17,293 ⁽²⁾	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
Option to purchase Common Stock	\$19.85	03/14/2019		M			14,938	(3)	02/25/2026	Common Stock	14,938	\$0	0	D	
Option to purchase Common Stock	\$39.48	03/14/2019		M			6,926	(4)	03/13/2027	Common Stock	6,926	\$0	6,926	D	
Option to purchase Common Stock	\$65.5	03/14/2019		M			3,528	(5)	02/23/2028	Common Stock	3,528	\$0	7,054	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.83 to \$74.24, 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 (1) to this Form 4.
- Consists of (i) 12,058 shares of Common Stock; (ii) 976 restricted stock units that were originally scheduled to vest in full on June 13, 2019; (iii) 1,979 restricted stock units that were originally scheduled to vest in full on March 13, 2020; and (iv) 2,280 restricted stock units that were originally scheduled to vest ratably on each of February 23, 2020 and February 23, 2021.
- This option became exercisable in three installments, beginning February 25, 2017, which was the first anniversary of the date on which it was granted. The option became fully vested on February 25, 2019.
- This option, representing a right to purchase a total of 20,778 shares, was originally scheduled to become exercisable in three equal installments, beginning on March 13, 2018, which was the first anniversary of the date on which it was granted.
- This option, representing a right to purchase a total of 10,582 shares, was originally scheduled to become exercisable in three equal installments, beginning on February 23, 2019, which was the first anniversary of the date on which it was granted.

Remarks:

The signatory is signing on behalf of Thomas Gooley pursuant to a Power of Attorney dated June 27, 2015.

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

03/15/2019

** 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.