

**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	
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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>02/04/2019</u>	
		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	02/04/2019		M		20,576	A	\$43.74	41,868	D	
Common Stock	02/04/2019		M		15,938	A	\$24.38	57,806	D	
Common Stock	02/04/2019		M		6,926	A	\$39.48	64,732	D	
Common Stock	02/04/2019		S		40,340	D	\$74.81 <sup>(1)</sup>	24,392	D	
Common Stock	02/04/2019		S		3,100	D	\$75.06 <sup>(2)</sup>	21,292 <sup>(3)</sup>	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	\$43.74	02/04/2019		M			20,576	(4)	08/06/2025	Common Stock	20,576	\$0	0	D	
Option to purchase Common Stock	\$24.38	02/04/2019		M			15,938	(5)	06/13/2026	Common Stock	15,938	\$0	7,969	D	
Option to purchase Common Stock	\$39.48	02/04/2019		M			6,926	(6)	03/13/2027	Common Stock	6,926	\$0	13,852	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 \$74.05 to \$75.03 per share, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.055 to \$75.09 per share, 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.
- Consists of (i) 7,997 shares of Common Stock; (ii) 1,830 restricted stock units that vest in full on February 25, 2019; (iii) 3,111 restricted stock units that vest in full on February 25, 2019; (iv) 976 restricted stock units that vest in full on June 13, 2019; (v) 3,958 restricted stock units that vest ratably on each of March 13, 2019 and March 13, 2020; and (vi) 3,420 restricted stock units that vest ratably on each of February 23, 2019, February 23, 2020 and February 23, 2021.
- This option became exercisable in three installments, beginning August 6, 2016, which was the first anniversary of the date on which it was granted. The option became fully vested on August 6, 2018.
- This option, representing a right to purchase a total of 23,907 shares, becomes exercisable in three equal installments, beginning on June 13, 2017, which was the first anniversary of the date on which it was granted. The option shall become vested with regard to the remaining 7,969 underlying shares on June 13, 2019.
- This option, representing a right to purchase a total of 20,778 shares, becomes exercisable in three equal installments, beginning on March 13, 2018, which was the first anniversary of the date on which it was granted. The option shall become vested with regard to the remaining 13,852 underlying shares on March 13, 2020.

**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

02/06/2019

\*\* 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.

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