

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person*</p> <p>D'Amore Robert R.</p> <p>(Last) (First) (Middle)</p> <p>People's United Bank 850 Main Street</p> <p>(Street)</p> <p>Bridgeport CT 06604</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>People's United Financial, Inc. (PBCT)</p> <p>3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)</p> <p>August 28, 2008</p> <p>4. If Amendment, Date Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner</p> <p><u> X </u> Officer (give title below) _____ Other (specify below)</p> <p style="text-align: center;"><u>Senior Executive Vice President</u></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><u> X </u> Form filed by One Reporting Person</p> <p>_____ Form filed by More than One Reporting Person</p>
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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	8/28/08		M		12,523	A	\$5.6085	561,245 (1)	D	
Common Stock	8/28/08		M		6,378	A	\$4.7820	567,623 (1)	D	
Common Stock	8/28/08		M		29,768	A	\$5.3143	597,391 (1)	D	
Common Stock	8/28/08		S		3,000	D	\$17.48	594,391 (1)	D	

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).

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FORM 4 – Table 1 – D’Amore (Continued)

Common Stock	8/28/08		S		9,338	D	\$17.49	585,053 (1)	D	
Common Stock	8/28/08		S		12,984	D	\$17.50	572,069 (1)	D	
Common Stock	8/28/08		S		6,966	D	\$17.51	565,103 (1)	D	
Common Stock	8/28/08		S		5,509	D	\$17.52	559,594 (1)	D	
Common Stock	8/28/08		S		3,371	D	\$17.53	556,223 (1)	D	
Common Stock	8/28/08		S		6,381	D	\$17.54	549,842 (1)	D	
Common Stock	8/28/08		S		1,120	D	\$17.55	548,722 (1)	D	

** 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.

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 Underlying Securities (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 of Derivative Security 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				
Employee Option to Buy	\$5.6085	8/28/08		M			12,523	(2)	3/1/2011	Common Stock	12,523	\$0	0	D	
Employee Option to Buy	\$4.7820	8/28/08		M			6,378	(2)	2/21/2012	Common Stock	6,378	\$0	0	D	
Employee Option to Buy	\$5.3143	8/28/08		M			29,768	(2)	2/20/2013	Common Stock	29,768	\$0	0	D	

Explanation of Responses:

- (1) Includes 43,567 shares owned indirectly through the People’s United Bank 401(k) Plan (including 379 shares acquired through dividend reinvestment). Also includes 583 shares owned indirectly through the People’s United Financial, Inc. Employee Stock Ownership Plan (including 5 shares acquired through dividend reinvestment). Information is based on 6/30/08 Plan statements.
- (2) Not subject to previously reported periodic vesting due to discretionary acceleration in December 2005.

/s/ Robert R. D’Amore
** Signature of Reporting Person

September 2, 2008
Date

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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