#### RANDALL LEWIS E

Form 4

November 23, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

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

See Instruction

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

RANDALL LEWIS E

(First)

(Middle)

1271 AVENUE OF THE AMERICAS, 14TH FLOOR

(State)

11/21/2011

(Street)

(Zip)

NEW YORK, NY 10020-1302

2. Issuer Name and Ticker or Trading

Symbol

E TRADE FINANCIAL Corp [ETFC]

3. Date of Earliest Transaction

(Month/Day/Year) 11/21/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code V

S

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title below)

Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

5. Amount of

Securities

Beneficially

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6.

Ownership

Indirect (I)

Form: Direct

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

14,000

(1)

(A)

or

(D)

D

Owned Following Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4)

I

(D) or

Ownership (Instr. 4)

Indirect

Beneficial

7. Nature of

Price

8.348

 $74,528 \frac{(2)}{2}$ 

by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: RANDALL LEWIS E - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RANDALL LEWIS E 1271 AVENUE OF THE AMERICAS 14TH FLOOR NEW YORK, NY 10020-1302	X						

## **Signatures**

By: Karl A. Roessner For: Lewis E.
Randall
11/23/2011

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- (1) Sale of common stock pursuant to a Section 10b5-1 plan entered into on 06/08/11.
- Form 4s filed on behalf of Lewis Randall for transactions that took place earlier this year inadvertently omitted 85,735 shares that are still (2) held by Mr. Randall, and are included in the total amount of securities reported herein. The Form 4s will be amended to correctly reflect Mr. Randall's total holdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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