

Dwyer William E III  
 Form 5  
 December 29, 2011

**FORM 5**

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

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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person \*  
 Dwyer William E III

2. Issuer Name and Ticker or Trading Symbol  
 LPL Investment Holdings Inc.  
 [LPLA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres., Nat'l Sales & Mktg.

C/O LPL INVESTMENT HOLDINGS INC., ONE BEACON STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON, MA 02108

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common Stock	05/02/2011	^	G	11,689.67	A \$ 0	325,322.67	D	^
Common Stock	^	^	^	^	^ ^	221,426.33	I	The Reporting Person holds these shares of

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Common Stock	05/02/2011	Â	G	5,251.88	A	\$ 0	330,574.55	D	Â	Common Stock indirectly through GRATS and family trusts. <sup>(1)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	216,174.45	I	Â	The Reporting Person holds these shares of Common Stock indirectly through GRATS and family trusts. <sup>(1)</sup>
Common Stock	05/03/2011	Â	G	16,941.55	D	\$ 0	313,633	D	Â	The Reporting Person holds these shares of Common Stock indirectly through GRATS and family trusts. <sup>(1)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	233,116	I	Â	The Reporting Person holds these shares of Common Stock indirectly through GRATS and family trusts. <sup>(1)</sup>
Common Stock	12/20/2011	Â	G	35,174	A	\$ 0	348,807	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	197,942	I	Â	The Reporting Person holds these shares of Common Stock

Common Stock	12/20/2011	Â	G	35,174	D	\$ 0	313,633	D	Â	indirectly through GRATS and family trusts. <sup>(1)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	233,116	I	Â	The Reporting Person holds these shares of Common Stock indirectly through GRATS and family trusts. <sup>(1)</sup>
Common Stock	12/22/2011	Â	G	35,174	D	\$ 0	278,459	D	Â	

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

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**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. of D Se B O E I S F I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Dwyer William E III

C/O LPL INVESTMENT HOLDINGS INC.

ONE BEACON STREET

BOSTON, MA 02108

^

^

^ Pres., Nat'l Sales & Mktg.

^

## Signatures

/s/ William E.

12/29/2011

Dwyer, III

\_\_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) The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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