

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Roessner Karl A</u> (Last) (First) (Middle) 11 TIMES SQUARE 32ND FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>E TRADE FINANCIAL CORP [ETFC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/06/2019		A		11,845 ⁽¹⁾	A	\$0.0	124,148	D	
Common Stock	02/06/2019		F		6,304 ⁽²⁾	D	\$46.9825	117,844	D	
Common Stock	02/06/2019		A		15,631 ⁽³⁾	A	\$0.0	133,475	D	
Common Stock	02/06/2019		F		8,319 ⁽⁴⁾	D	\$46.9825	125,156	D	
Common Stock	02/06/2019		A		7,023 ⁽⁵⁾	A	\$0.0	132,179	D	
Common Stock	02/06/2019		F		3,738 ⁽⁶⁾	D	\$46.9825	128,441	D	
Common Stock	02/06/2019		A		7,022 ⁽⁵⁾	A	\$0.0	135,463	D	
Common Stock	02/06/2019		F		3,738 ⁽⁶⁾	D	\$46.9825	131,725	D	
Common Stock	02/08/2019		A		48,851 ⁽⁷⁾	A	\$0.0	180,576	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 5, 2016, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2018.
2. Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 5, 2016.
3. Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 3, 2017, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2018.
4. Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 3, 2017.
5. Represents the number of shares of Common Stock received in settlement of performance share units previously granted to the reporting person on February 9, 2018, which vested based upon the Company's achievement of earnings per share and return on equity targets relating to 2018.
6. Shares reported were withheld for payment of taxes associated with the vesting of performance share units previously granted on February 9, 2018.
7. Restricted Stock Unit award that will vest over three years, with one-third vesting on February 8, 2020; one-third vesting on February 8, 2021; and the remaining one-third vesting on February 8, 2022.

By: Lori Sher For: Karl A. Roessner

02/08/2019

** 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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