

**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>Thomas Lux</u>  (Last) (First) (Middle) <u>C/O LPL FINANCIAL HOLDINGS INC.</u> <u>75 STATE STREET</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>EVP, CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2014</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	02/28/2014		M		4,000	A	\$32.26	10,213	D	
Common Stock	02/28/2014		S		4,000	D	\$53.98	6,213	D	
Common Stock	02/28/2014		M		2,200	A	\$22.08	8,413 <sup>(1)</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	\$32.26	02/28/2014		M			4,000	(2)	02/09/2022	Common Stock	4,000	\$0	6,843	D	
Option to purchase common stock	\$22.08	02/28/2014		M			2,200	(3)	09/14/2019	Common Stock	2,200	\$0	15,300	D	

**Explanation of Responses:**

- Consists of (i) 3,992 shares of Common Stock; (ii) 1,566 restricted stock units that vest ratably on February 22, 2015, February 22, 2016 and February 22, 2017; (iii) 1,612 restricted stock units that vest in full on February 25, 2015; and (iv) 1,243 restricted stock units that vest ratably on February 24, 2015, February 24, 2016 and February 24, 2017.
- This option, representing a right to purchase 10,843 shares, becomes exercisable in five equal installments beginning on February 9, 2013, which was the first anniversary of the grant date. Of the remaining 6,843 shares, 337 shares have vested and are exercisable, and 6,506 shares shall become exercisable ratably on February 9, 2015, February 9, 2016 and February 9, 2017.
- This option, representing a right to purchase 20,000 shares, becomes exercisable in five equal installments beginning on September 14, 2010, which was the first anniversary of the grant date. Of the remaining 15,300 shares, 11,300 shares have vested and are exercisable, and 4,000 shares shall become exercisable on September 14, 2014.

**Remarks:**

/s/ Thomas Lux 03/04/2014  
 \*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.