

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Buchheister Jeffrey R.</u>			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) <u>EVP, Chief Accounting Officer</u>		
(Last) (First) (Middle) <u>C/O LPL FINANCIAL HOLDINGS INC.,</u> <u>75 STATE STREET, 22ND FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2015</u>					
(Street) <u>BOSTON MA 02109</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 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	12/14/2015		S		10,688	D	\$42.59 ⁽¹⁾	5,511 ⁽²⁾	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				

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.56 to \$42.71, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- Consists of (i) 3,474 shares of Common Stock; (ii) 369 restricted stock units that vest ratably on February 22, 2016 and February 22, 2017; (iii) 340 restricted stock units that vest ratably on February 24, 2016 and February 24, 2017; and (iv) 1,328 restricted stock units that vest ratably on March 6, 2016, March 6, 2017, and March 6, 2018.

Remarks:

The signatory is signing on behalf of Jeffrey Buchheister pursuant to a Power of Attorney dated August 21, 2015, which is filed as Exhibit 24.1 to this filing.

/s/ David P. Bergers, attorney-in-fact

12/16/2015

** 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.

SECTION 16 POWER OF ATTORNEY

I hereby constitute and appoint each of David P. Bergers and Gregory M. Woods, signing singly, my true and lawful attorney-in-fact to:

- (1) execute on my behalf any Form 4 Statement of Changes of Beneficial Ownership of Securities or Form 5 Annual Statement of Beneficial Ownership of Securities, in
- (2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any Section 16 Report and timely file such report
- (3) seek or obtain, as my representative and on my behalf, information on transactions in the Company's securities from any third party, including brokers, employee
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best in

I hereby grant to each attorney-in-fact hereunder full power and authority to do and perform any and every act and thing whatsoever necessary or desirable to be done

I acknowledge that this Power of Attorney does not relieve me of my responsibilities to comply with Section 16 of the Act and the attorneys-in-fact, in serving in su

This Power of Attorney shall remain in full force and effect until I am no longer required to file Section 16 Reports with respect to my holdings of and transactions

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 21st day of August, 2015.

By: /s/ Jeffrey Buchheister