

Dwyer William E III
Form 4
May 08, 2012

FORM 4

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02108

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President, Nat'l Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	05/07/2012		M		603,220 A \$ 1.49	1,032,362	D
Common Stock	05/07/2012		M		24,026 A \$ 27.8	1,056,388	D
Common Stock	05/07/2012		M		20,000 A \$ 22.08	1,076,388	D
Common Stock	05/07/2012		F		303,411 D \$ 34.39	772,977	D
						233,116	I

Common
StockHeld
through
GRATs
and
Family
Trusts ⁽¹⁾

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

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(9-02)**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Option to Purchase Common Stock	\$ 1.49	05/07/2012		M		603,220		<u>(2)</u>	05/31/2014	Common Stock	603,220
Option to Purchase Common Stock	\$ 27.8	05/07/2012		M		24,026		<u>(3)</u>	02/05/2018	Common Stock	24,026
Option to Purchase Common Stock	\$ 22.08	05/07/2012		M		20,000		<u>(4)</u>	09/14/2019	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Dwyer William E III
C/O LPL INVESTMENT HOLDINGS INC.
ONE BEACON STREET
BOSTON, MA 02108

President, Nat'l Sales

Signatures

/s/ William E.
Dwyer III

05/08/2012

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.
- (2) Fully vested as of 5/31/2006.
- (3) 28,000 of these options were exercisable as of February 5, 2012. The remainder of the option shall become exercisable on February 5, 2013.
- (4) 20,000 of these options were exercisable as of September 14, 2011. The remainder of the option shall become exercisable in increments of 10,000 shares on each of September 14, 2012, 2013 and 2014.

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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