Dwyer William E III Form 5 February 13, 2013

Stock

FORM 5									OMB A	OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if no longer subject Washington, D.C. 20549							OMB Number: Expires:	3235-0362 January 31,					
to Section Form 4 o 5 obligati may cont	n 16. r Form ANN ions inue.		STATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES					FICIAL	Estimated burden hour response	urs per			
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 Transactions Reported Reported													
1. Name and a Dwyer Wil	Address of Reporting liam E III	2. Issuer Name and Ticker or Trading Symbol LPL Financial Holdings Inc. [LPLA]					5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) below)						
C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET below) President, Nat'l Sales													
(Street) 4. If Amendment, D Filed(Month/Day/Yea					Original		6.		or Joint/Group Reporting				
BOSTON, MA 02109 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person													
(City)	(State)	(Zip)	Tab	le I - Non-Der	rivative Secu	ırities	Acquii	red, Disposed of	, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)) Securities	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Amount	(A) or (D)	Price	(Instr. 3 and 4)	(Instr. 4)				
Common Stock	09/14/2012	Â		G	33,344	D	\$0	739,633	D	Â			
Common Stock	12/28/2012	Â		G	177,888	D	\$0	561,745	D	Â			
Common	Â	Â		Â	Â	Â	Â	233,116	I	The			

Reporting

Person holds these shares of

Common Stock indirectly through GRATS and family trusts. (1)

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

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 control number.

SEC 2270 (9-02)

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	ele and unt of rrlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Dwyer William E III C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET BOSTON, MAÂ 02109

Â Â President, Nat'l Sales Â

Signatures

/s/ William E.

Dwyer, III 02/13/2013

**Signature of Reporting 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

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.