

E TRADE FINANCIAL CORP  
 Form 4/A  
 August 11, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CITADEL L P

2. Issuer Name and Ticker or Trading Symbol  
 E TRADE FINANCIAL CORP  
 [ETFC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/10/2008

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

C/O CITADEL INVESTMENT GROUP, L.L.C., 131 S. DEARBORN STREET, 32ND FL  
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 04/14/2008

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

CHICAGO, IL 60603

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/10/2008		X		500 A \$ 13	D	(2)
Common Stock	04/11/2008		P	(6)	10,000 A \$ 3.76	D	(2)
Common Stock	04/10/2008		X		1,900 A \$ 6	D	(1)
Common Stock							79,867,087 D (3)
							8,945,249 D (4)

Common  
Stock

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.**

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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)	Amount or Number of Shares
PUT OPTION: EUSPO [OBLIGATION TO PURCHASE] <sup>(5)</sup>	\$ 13	04/10/2008		X	5	<sup>(5)</sup> 04/19/2008	Common Stock	500
PUT OPTION: EUSPI [OBLIGATION TO PURCHASE] <sup>(5)</sup>	\$ 6	04/10/2008		X	19	<sup>(5)</sup> 04/19/2008	Common Stock	1,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITADEL L P C/O CITADEL INVESTMENT GROUP, L.L.C. 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR		X		

CHICAGO, IL 60603

CITADEL EQUITY FUND LTD  
 C/O CITADEL INVESTMENT GROUP II, L.L.C. X  
 131 S. DEARBON STREET, 32ND FLOOR  
 CHICAGO, IL 60603

CITADEL AC INVESTMENTS LTD  
 C/O CITADEL INVESTMENT GROUP II, L.L.C. X  
 131 S. DEARBON STREET, 32ND FLOOR  
 CHICAGO, IL 60603

GRIFFIN KENNETH C  
 C/O CITADEL INVESTMENT GROUP II, L.L.C. X  
 131 S. DEARBON STREET, 32ND FLOOR  
 CHICAGO, IL 60603

## Signatures

/s/ John C. Nagel, Authorized Signatory 08/11/2008

\_\_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) This security is owned by Citadel Derivatives Group LLC.
- (2) This security is owned by Citadel Derivatives Trading Group Ltd.
- (3) This security is owned by Citadel AC Investments, Ltd.
- (4) This security is owned by Citadel Equity Fund, Ltd.
- (5) Each of the securities listed is an exchange-traded option contract. Exchange-traded options are immediately exercisable and remain exercisable until expiration. The transaction shown resulted from the exercise of in-the-money option contracts by third parties.
- (6) This transaction was inadvertently coded "A" in the original Form 4 filing on April 14, 2008.

### Remarks:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's pecuniary interest therein.

A Form 4 is limited to a maximum of ten reporting persons. As a result, this Form 4/A is one of two filed today reporting on the same securities by the following eleven joint filers: Citadel Investment Group, L.L.C., Citadel Limited Partnership, Citadel Equity Fund Ltd., Citadel AC Investments Ltd., Kenneth Griffin, Citadel Investment Group II, L.L.C., Citadel Holdings I LP, Citadel Holdings II LP, Citadel Advisors LLC, Citadel Derivatives Group LLC and Citadel Derivatives Trading Ltd. See attached Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space 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.