

GRIFFIN KENNETH C  
 Form 4  
 March 01, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 ADVISORS LLC

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)  
 02/28/2011

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

C/O CITADEL LLC, 131 S. DEARBORN STREET, 32ND FLOOR

(Street)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					4,784	D	(1)
Common Stock					24,754	D	(2)
Common Stock	02/28/2011		M		20,927,947	A	\$ 10.34
					24,520,467	D	(3)

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**

SEC 1474 (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)	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 Underlying Security (Instr. 3 and 4)		
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title
Class A Convertible Debentures due 2019	\$ 10.34	02/28/2011		M	\$ 216,395,000	08/25/2009 08/25/2019	Common Stock		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITADEL ADVISORS LLC C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL HOLDINGS I LP C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL HOLDINGS II LP C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL SECURITIES LLC C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL DERIVATIVES TRADING LTD C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	X			
CITADEL INVESTMENT GROUP II, L.L.C. C/O CITADEL LLC 131 S. DEARBORN STREET, 32ND FLOOR	X			

CHICAGO, IL 60603

CITADEL EQUITY FUND LTD  
C/O CITADEL LLC  
131 S. DEARBORN STREET, 32ND FLOOR X  
CHICAGO, IL 60603

GRIFFIN KENNETH C  
C/O CITADEL LLC  
131 S. DEARBORN STREET, 32ND FLOOR X  
CHICAGO, IL 60603

## Signatures

/s/ John C. Nagel, Authorized Signatory  
03/01/2011

\_\_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 Trading Ltd.
- (2) This security is owned by Citadel Securities LLC.
- (3) This security is owned by Citadel Equity Fund Ltd. ("CEF").
- (4) The Class A Debentures were converted into Common Stock of the Issuer in accordance with the terms of the indenture governing such Debentures.

### 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. Mr. Griffin serves as the deputized director of the Reporting Persons.

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.