

Curcio Michael John
Form 4
February 17, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Curcio Michael John

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

C/O E*TRADE FINANCIAL CORPORATION, 135 E. 57TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2009

(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

NEW YORK, NY 10022

(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)
				(A) or (D)	Price		
Common Stock	02/06/2009	02/06/2009	F ⁽¹⁾	10,976	D \$ 1.215	207,094	D
Common Stock	02/10/2009	02/10/2009	F ⁽²⁾	297	D \$ 1.265	206,797	D
Common Stock	02/10/2009	02/10/2009	F ⁽³⁾	1,307	D \$ 1.265	205,490	D
Common Stock	02/11/2009	02/11/2009	F ⁽⁴⁾	5,125	D \$ 1.205	200,365	D
	02/13/2009	02/13/2009	F ⁽⁵⁾	960	D	199,405	D

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Common Stock						\$			
						1.165			
Common Stock	02/13/2009	02/13/2009	F ⁽⁶⁾	51	D	\$	199,354	D	
						1.165			
Common Stock	02/16/2009	02/16/2009	F ⁽⁷⁾	350	D	\$	199,004	D	
						1.165			

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curcio Michael John C/O E*TRADE FINANCIAL CORPORATION 135 E. 57TH STREET NEW YORK, NY 10022				Managing Director

Signatures

/s/ Russell S. Elmer,
Attorney-in-Fact

02/17/2009

__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) Amount reported reflects shares withheld to pay tax obligation associated with the vesting of 100% of a grant of restricted stock originally awarded on February 6, 2004.
- (2) Amount reported reflects shares withheld to pay tax obligation associated with the vesting of 25% of a grant of restricted stock originally awarded on February 10, 2006.
- (3) Amount reported reflects shares withheld to pay tax obligation associated with the vesting of 25% of a grant of restricted stock originally awarded on February 10, 2006.
- (4) Amount reported reflects shares withheld to pay tax obligation as a result of the issuance on February 11, 2009 of shares under RSUs originally awarded on February 11, 2008, which vested on February 11, 2009.
- (5) Amount reported reflects shares withheld to pay tax obligation associated with the vesting of 25% of a grant of restricted stock originally awarded on February 13, 2007.
- (6) Amount reported reflects shares withheld to pay tax obligation associated with the vesting of 25% of a grant of restricted stock originally awarded on February 13, 2007.
- (7) Amount reported reflects shares withheld to pay tax obligation associated with the vesting of 25% of a grant of restricted stock originally awarded on February 16, 2005.

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.