

Eaton Jonathan
Form 3
March 23, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Eaton Jonathan
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/09/2010

3. Issuer Name and Ticker or Trading Symbol
LPL Investment Holdings Inc. [NONE]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

(Street)

BOSTON, ^ MA ^ 02108

(City) (State) (Zip)

Director 10% Owner
 Officer Other
(give title below) (specify below)
MD, Custom Clearing Services

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------|-------|------------|-----------------|---------|----------|----------------------------------|---|
| Option Award | Â (1) | 01/15/2012 | Common Stock | 6,680 | \$ 2.07 | D | Â |
| Option Award | Â (1) | 05/02/2013 | Common Stock | 260,480 | \$ 1.88 | D | Â |
| Option Award | Â (1) | 05/31/2014 | Common Stock | 477,570 | \$ 1.49 | D | Â |
| Option Award | Â (2) | 02/05/2018 | Common Stock | 30,000 | \$ 27.8 | D | Â |
| Option Award | Â (3) | 09/14/2019 | Common Stock | 40,000 | \$ 22.08 | D | Â |
| Option Award | Â (4) | Â (5) | Common Stock | 94,256 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Eaton Jonathan C/O LPL INVESTMENT HOLDINGS INC. ONE BEACON STREET BOSTON, MA 02108 | Â | Â | Â MD, Custom Clearing Services | Â |

Signatures

/s/Jonathan
Eaton 03/23/2010

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are vested and exercisable until the expiration date.
- (2) This option is currently exercisable as to 12,000 shares. The remaining award is exercisable in 6,000 increments on each of February 5, 2011, 2012 and 2013.
- (3) This option is not currently exercisable as to any shares. The option is exercisable in 20% increments on each of September 14, 2010, 2011, 2012, 2013 and 2014.
- (4) Each stock unit is a bookkeeping entry of which one stock unit is the economic equivalent of one share of Issuer's common stock.
Restricted Stock Units are fully vested, except that accounts are forfeited if the holder is terminated for cause. Distribution of units occurs at the earliest to occur of death, disability, change in control (as defined in the 2008 Deferred Compensation Plan) or a date in 2012 to be determined by the Issuer. Settlement is made within 90 days of the distribution event (or, with respect to the settlement in 2012, by the end of the calendar year).
- (5)

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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