

Casady Mark S
 Form 4
 November 19, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 Casady Mark S

2. Issuer Name and Ticker or Trading Symbol
 LPL Investment Holdings Inc.
 [LPLA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & Chief Exec. Officer

(Last) (First) (Middle)
 C/O LPL INVESTMENT HOLDINGS INC., ONE BEACON STREET

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2010

(Street)
 BOSTON, MA 02108

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

(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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | Price | | |
| Common Stock | 11/17/2010 | | M | | 1,402,560 | \$ 1.49 | A | D |
| Common Stock | 11/17/2010 | | M | | 500,910 | \$ 1.35 | A | D |
| Common Stock | 11/17/2010 | | M | | 2,003,650 | \$ 1.88 | A | D |
| Common Stock | 11/17/2010 | | S | | 2,148,916 | \$ 30 | D | D |
| | 11/17/2010 | | G | | 55,000 | \$ 0 | D | D |

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| | | | | | | | | |
|--------------|------------|--|---|---------|---|------|-----------|---|
| Common Stock | | | | | | | | |
| Common Stock | 11/17/2010 | | G | 184,000 | D | \$ 0 | 1,519,204 | D |
| Common Stock | 11/17/2010 | | G | 170,000 | D | \$ 0 | 1,349,204 | D |
| Common Stock | 11/17/2010 | | G | 70,000 | D | \$ 0 | 1,279,204 | D |
| Common Stock | 11/17/2010 | | G | 92,000 | A | \$ 0 | 92,000 | I |
| Common Stock | 11/17/2010 | | G | 70,000 | A | \$ 0 | 70,000 | I |

by two trusts for the benefit of the Reporting Person's children ⁽³⁾
by the Mark S. Casady 2010 Grantor Retained Annuity Trust ⁽⁴⁾

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (Right to Buy) | \$ 1.49 ⁽¹⁾ | 11/17/2010 | | M | 1,402,560 ⁽¹⁾ | ⁽²⁾ | 05/31/2014 | Common Stock | 1,402,560 ⁽¹⁾ |
| Stock Option | \$ 1.35 ⁽¹⁾ | 11/17/2010 | | M | 500,910 ⁽¹⁾ | ⁽²⁾ | 11/30/2013 | Common Stock | 500,910 ⁽¹⁾ |

(Right to Buy)

Stock

Option (Right to Buy)

\$ 1.88 ⁽¹⁾

11/17/2010

M

2,003,650 ⁽¹⁾

⁽²⁾

05/02/2013

Common Stock

2,003,650 ⁽¹⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Casady Mark S C/O LPL INVESTMENT HOLDINGS INC. ONE BEACON STREET BOSTON, MA 02108 | X | | Chairman & Chief Exec. Officer | |

Signatures

/s/ Mark S.

11/19/2010

Casady

**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) Adjusted to reflect the 10-for-1 stock split effected by the Issuer on 01/01/2008.

(2) Fully vested as of 12/28/2007.

(3) The Reporting Person disclaims beneficial ownership of such securities.

(4) The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.