

E TRADE FINANCIAL CORP
Form 8-K
September 23, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 20, 2004

E*TRADE Financial Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other Jurisdiction

1-11921
(Commission File Number)

94-2844166
(IRS Employer

of incorporation)

Identification No.)

135 East 57th Street

New York, New York
(Address of Principal Executive Offices)

10022
(Zip Code)

(646) 521-4300

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(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4[©] under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics..

- (a) Briefly describe the date and nature of any amendment: Effective September 20, 2004 the E*TRADE Financial Corporation Code of Conduct (the Code) was modified to clarify certain provisions and to take into account certain administrative changes and current business practices. Examples of the modifications include clarifications as to which departments within the Company are responsible for monitoring compliance with certain laws and regulations and clarification of the descriptions of certain legal obligations. There are no material substantive changes to the Code. A copy of the revised Code is furnished as an exhibit to this Form 8-K. The revised Code will be posted to the Company's website at www.etrade.com.

Item 9.01. Financial Statements and Exhibits

- (c) Exhibits

Exhibit

<u>Number</u>	<u>Description</u>
10.65	Code of Conduct

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

E*TRADE Financial Corporation

Date: September 23, 2004

By: /s/ RUSSELL S. ELMER

Name: Russell S. Elmer
Title: Corporate Secretary