

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

March 21, 2006

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

OMB APPROVAL

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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 *
WOLIN NEAL S

(Last) (First) (Middle)

**THE HARTFORD FINANCIAL
SERVICES GROUP, HARTFORD
PLAZA**

(Street)

HARTFORD, CT 06115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]**3. Date of Earliest Transaction
(Month/Day/Year)
03/20/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
E.V.P. and General Counsel6. 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 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)
Restricted Stock Units				(A) or (D)	10,900.473	D	
Restricted Stock				(A) or (D)	15,500	D	
Common Stock	03/20/2006		F(1)	3,490 D	\$ 82.84 8,537	D	

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option	\$ 59.4					(2)	03/22/2011	Common Stock 30,609
Stock Option	\$ 65.85					(3)	02/23/2012	Common Stock 29,114
Stock Option	\$ 37.37					(4)	02/22/2013	Common Stock 27,519
Stock Option	\$ 65.99					(5)	02/20/2014	Common Stock 19,345
Stock Option	\$ 71.27					(6)	02/19/2015	Common Stock 17,335
Stock Option	\$ 83					(7)	02/15/2016	Common Stock 15,546

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOLIN NEAL S
THE HARTFORD FINANCIAL SERVICES GROUP
HARTFORD PLAZA
HARTFORD, CT 06115

E.V.P. and General Counsel

Signatures

/s/ Amanda Grabowski Aquino, POA for Neal S. Wolin by Power of Attorney of Neal S. Wolin dated February 19, 2004

03/21/2006

__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) Transaction involving a disposition to the Company of equity securities to satisfy tax withholding obligations in connection with the vesting of restricted stock.
- (2) The option became fully exercisable as of March 20, 2004, the third anniversary of the grant date.
- (3) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (4) The option became fully exercisable on June 18, 2003, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (5) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option became exercisable on February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.
- (6) The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 17, 2008, three years from the grant date.
The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 15, 2009, three years from the date of the grant.
- (7)

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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