

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

February 21, 2007

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

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**AYER RAMANI**

(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)  
02/18/2007

4. 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)

Chairman, President and CEO

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Restricted<br>Stock Units             |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | 51,210.413                                                                                                         | D                                                                       |                                                                   |
| Restricted<br>Stock                   |                                         |                                                             |                                         |                                                                         | 27,733                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 16,900                                                                                                             | I <sup>(1)</sup>                                                        | By Limited<br>Liability<br>Company                                |
| Common<br>Stock                       | 02/18/2007                              |                                                             | F <sup>(2)</sup>                        | 2,380 D                                                                 | \$<br>97.09 189,984                                                                                                | D                                                                       |                                                                   |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                               | Amount or<br>Number of<br>Shares   |
| Stock<br>Option                                     | \$ 51                                                                 |                                         |                                                             |                                         |                                                                                                                       | (3) 02/18/2009                                                 | Common<br>Stock                                                     | 52,581                             |
| Stock<br>Option                                     | \$ 46.315                                                             |                                         |                                                             |                                         |                                                                                                                       | (4) 02/21/2008                                                 | Common<br>Stock                                                     | 42,140                             |
| Stock<br>Option                                     | \$ 45.5                                                               |                                         |                                                             |                                         |                                                                                                                       | (5) 10/14/2008                                                 | Common<br>Stock                                                     | 114,021                            |
| Stock<br>Option                                     | \$ 34                                                                 |                                         |                                                             |                                         |                                                                                                                       | (6) 02/18/2010                                                 | Common<br>Stock                                                     | 408,497                            |
| Stock<br>Option                                     | \$ 62.07                                                              |                                         |                                                             |                                         |                                                                                                                       | (7) 02/23/2011                                                 | Common<br>Stock                                                     | 222,046                            |
| Stock<br>Option                                     | \$ 65.85                                                              |                                         |                                                             |                                         |                                                                                                                       | (8) 02/23/2012                                                 | Common<br>Stock                                                     | 201,556                            |
| Stock<br>Option                                     | \$ 37.37                                                              |                                         |                                                             |                                         |                                                                                                                       | (9) 02/22/2013                                                 | Common<br>Stock                                                     | 171,465                            |
| Stock<br>Option                                     | \$ 65.99                                                              |                                         |                                                             |                                         |                                                                                                                       | (10) 02/20/2014                                                | Common<br>Stock                                                     | 96,723                             |
| Stock<br>Option                                     | \$ 71.27                                                              |                                         |                                                             |                                         |                                                                                                                       | (11) 02/19/2015                                                | Common<br>Stock                                                     | 79,454                             |
| Stock<br>Option                                     | \$ 83                                                                 |                                         |                                                             |                                         |                                                                                                                       | (12) 02/15/2016                                                | Common<br>Stock                                                     | 71,750                             |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

AYER RAMANI  
THE HARTFORD FINANCIAL SERVICES GROUP  
HARTFORD PLAZA  
HARTFORD, CT 06115

X

Chairman, President and CEO

## Signatures

/s/ Amanda Grabowski Aquino, POA for Ramani Ayer by Power of Attorney of Ramani  
Ayer dated February 19, 2004.

02/21/2007

\_\_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) Shares of common stock held by a Limited Liability Company of which Mr. Ayer and his spouse are the co-managing and sole members.
- (2) Transaction involving a disposition to the Company of equity securities upon the exercise of tax withholding rights in connection with the vesting of shares of Restricted Stock.
- (3) The option became fully exercisable as of August 16, 2000, following the achievement of the following criteria: the closing price of the Issuer'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 as of February 19, 2001, the third anniversary of the grant date.
- (5) The option became fully exercisable as of April 15, 1999, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (6) The option became fully exercisable as of April 11, 2000, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (7) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (8) 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.
- (9) The option became fully exercisable as of June 18, 2003, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for 10 consecutive trading days.
- (10) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.  
The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days or (ii) February 17, 2008, three years from the grant date. The closing price condition to vesting was met on May 16, 2006.
- (11) The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days or (ii) February 17, 2008, three years from the grant date. The closing price condition to vesting was met on May 16, 2006.
- (12) 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.

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.