

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

May 22, 2007

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, ONE
HARTFORD PLAZA**

(Street)

HARTFORD, CT 06155

(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)**05/19/2007**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)

E.V.P. and General Counsel

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 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)	16,315.457	D	
Restricted Stock				(A) or (D)	10,334	D	
Common Stock	05/19/2007		F ⁽¹⁾	2,142 D	\$ 104.45 3,794	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	\$ 65.99					(2)	02/20/2014	Common Stock 19,345
Stock Option	\$ 71.27					(3)	02/19/2015	Common Stock 17,335
Stock Option	\$ 83					(4)	02/15/2016	Common Stock 15,546
Stock Option	\$ 93.69					(5)	02/27/2017	Common Stock 14,633

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOLIN NEAL S THE HARTFORD FINANCIAL SERVICES GROUP ONE HARTFORD PLAZA HARTFORD, CT 06155	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

05/22/2007

____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)

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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 February 18, 2007, the third anniversary of 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 17, 2008, three years from the grant date. The closing price condition to vesting was met on May 16, 2006.

- (4) 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. The closing price condition to vesting was met on May 18, 2007.

- (5) 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 27, 2010, 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.

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