

Whelley Eileen Goss
Form 4
December 06, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Whelley Eileen Goss

2. Issuer Name **and** Ticker or Trading
Symbol

HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

12/02/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Executive Vice President

ONE HARTFORD PLAZA

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HARTFORD, CT 06155

(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	(A) or (D)	Price
Common Stock	12/02/2011		F		1,945	D	\$ 17.91 (1)
Restricted Stock					0	D	
Restricted Stock Units					11,399.903	D	

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 or Number of Shares
Stock Option	\$ 84.9					(2) 12/04/2016	Common Stock 6,366
Stock Option	\$ 93.69					(3) 02/27/2017	Common Stock 5,721
Stock Option	\$ 74.88					(4) 02/26/2018	Common Stock 7,791
Stock Option	\$ 7.04					(5) 02/25/2019	Common Stock 27,459
Stock Option	\$ 28.91					(6) 03/01/2021	Common Stock 30,204
Restricted Units	(7)					(7) 02/25/2012	Common Stock 13,388.094
Restricted Units	(8)					(8) 11/05/2012	Common Stock 8,323.482
Restricted Units	(9)					(9) 02/25/2013	Common Stock 18,309.78
Deferred Units	(10)					(10) 02/25/2012	Common Stock 2,569.127
Deferred Units	(11)					(11) 05/03/2013	Common Stock 1,435.539
Deferred Units	(12)					(12) 08/06/2013	Common Stock 615.14

Reporting Owners

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

Edgar Filing: Whelley Eileen Goss - Form 4

Director 10% Owner Officer

Other

Whelley Eileen Goss
ONE HARTFORD PLAZA
HARTFORD, CT 06155

Executive Vice President

Signatures

s/ Donald C. Hunt, POA for Laura A. Santirocco, POA for Eileen G. Whelley by Power of Attorney of Eileen G. Whelley dated February 18, 2010.

12/06/2011

__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) All options became fully exercisable on December 4, 2009, the third anniversary of the grant date.
- (3) All options became fully exercisable on February 27, 2010, the third anniversary of the grant date.
- (4) All options became fully exercisable on February 26, 2011, the third anniversary of the grant date.
- All options become 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 25, 2012, three years from the date of the grant. The pricing condition was met on April 22, 2009.
- (5) One third of the options will become exercisable on March 1, 2012, an additional one third of the options will become exercisable on March 1, 2013 and the remaining one-third of the options will become exercisable on March 1, 2014, the third anniversary of the grant date.
- (6) Each restricted unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the Company's common stock on the expiration date as reported on the New York Stock Exchange.
- (7) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after November 5, 2012 (the "Valuation Date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the Company's common stock on the Valuation Date as reported on the New York Stock Exchange.
- (8) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after February 25, 2013 (the "Valuation Date"). The cash settlement payable per unit shall be equal the closing stock price per share of the Company's common stock on the Valuation Date as reported on the New York Stock Exchange.
- (9) Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (February 25, 2010) for an amount equal to the Company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.
- (10) One-third of the deferred unit award will be settled in cash as soon as practicable after and in any event within 90 days after, the first, second and third anniversaries of the grant date (May 3, 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (11) One-third of the deferred unit award will be settled in cash as soon as practicable after, and in any event within 90 days after the first, second and third anniversaries of the grant date (August 6, 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (12)

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.