

BROWN JEFFREY N
 Form 4
 February 14, 2005

FORM 4

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

OMB APPROVAL

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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 *
BROWN JEFFREY N

2. Issuer Name and Ticker or Trading Symbol
**WEBSTER FINANCIAL CORP
 [WBS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President, Mktg

WEBSTER PLAZA
 (Street)

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

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

WATERBURY, CT 06702

(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	02/10/2005		M		6,000	A	\$ 14
Common Stock	02/10/2005		M		5,600	A	\$ 19.0938
Common Stock	02/10/2005		S		364	D	\$ 44.85
Common Stock	02/10/2005		S		347	D	\$ 44.83
Common Stock	02/10/2005		S		1,400	D	\$ 44.82
							13,252
							18,852
							18,488
							18,141
							16,741

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Common Stock	02/10/2005	S	239	D	\$ 44.59	16,502	D	
Common Stock	02/10/2005	S	2,000	D	\$ 44.57	14,502	D	
Common Stock						1,290	I	ESOP
Common Stock						1,167 ⁽¹⁾	I	401(k) plan

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

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(9-02)

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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 49.62					12/20/2005 12/20/2014	Common Stock	6,749
Stock Option	\$ 14	02/10/2005		M	6,000	01/22/1999 01/22/2006	Common Stock	6,000
Stock Option	\$ 19.0938	02/10/2005		M	5,600	12/23/1999 12/23/2006	Common Stock	5,600
Stock Option	\$ 22.81					10/23/2003 10/23/2010	Common Stock	5,825
Stock Option	\$ 24.625					12/07/2002 12/17/2009	Common Stock	3,900
Stock Option	\$ 26.5					12/17/2001 12/17/2008	Common Stock	6,450
Stock Option	\$ 29.84					12/17/2004 12/17/2011	Common Stock	5,825

Stock Option	\$ 31.75	12/15/2000	12/15/2007	Common Stock	10,000
Stock Option	\$ 34.6	12/16/2003	12/16/2012	Common Stock	7,677
Stock Option	\$ 45.55	12/15/2004	12/15/2013	Common Stock	6,972

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN JEFFREY N WEBSTER PLAZA WATERBURY, CT 06702			Executive Vice President, Mktg	

Signatures

Renee P. Seefried, by Power of Atty. 02/14/2005

__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) Between January 1, 2004 and December 31, 2004, the reporting person acquired 105 shares of Webster common stock under the Webster 401(k) plan.
- (2) 4 yr. incremental vesting - 25% vests each year for 4 years

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.