## Edgar Filing: WEBSTER FINANCIAL CORP - Form 4

Form 4	FINANCIAL CORP						
April 25, 2006 FORM 4 Check this box if no longer subject to Section 16. Form 5 obligations may continue. See Instruction 1(b). April 25, 2006 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 1(b).							
(Print or Type I	Responses)						
1. Name and A McBrair Sco	address of Reporting Person <u>*</u> ott Michael	2. Issuer Name <b>and</b> Ticker or Trading Symbol WEBSTER FINANCIAL CORP [WBS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) WEBSTER	(First) (Middle) PLAZA	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2006	Director 10% Owner X Officer (give title Other (specify below) EVP Retail Banking				
	(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				
WATERBU	RY, CT 06702		Form filed by More than One Reporting Person				
(City)	(State) (Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Do (Month/Day/Year) Execu any (Mont	tion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) h/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) orBeneficialOwnedIndirect (I) Indirect (I)Ownership (Instr. 4)Following Reported(Instr. 4)(Instr. 4)Transaction(s) (Instr. 3 and 4)(Instr. 4)				
Common Stock	04/21/2006	F 1,101 D <sup>\$</sup> 47.68	16,230 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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	te	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 47.4					12/20/2006	12/20/2015	Common Stock	8,131	
Stock Option	\$ 43.67					04/21/2006	04/21/2015	Common Stock	30,968	

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
I O	Director	10% Owner	Officer	Other	
McBrair Scott Michael WEBSTER PLAZA WATERBURY, CT 06702			EVP Retail Banking		
Signatures					
Renee P. Seefried by Power of Atty		04/25/2006			
<u>**</u> 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) 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.