### Edgar Filing: WEBSTER FINANCIAL CORP - Form 5

#### WEBSTER FINANCIAL CORP

Form 5

Stock

February 13, 2008

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SMITH JAMES COPENHAVER Symbol WEBSTER FINANCIAL CORP (Check all applicable) [WBS] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) below) 12/31/2007 Chairman & Chief Executive Off C/O WEBSTER FINANCIAL CORP, 145 BANK STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) WATERBURY, CTÂ 06702 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Common Â Â 12/27/2007 G 2,500 D \$0 94,976 D Stock By Grantor Common Â Â Â Â Â Â 111,000 Ι Retained Stock **Annuity Trust** Common Â Â Â Â Â Â 92,402 (1) I 401(k)/ESOP

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Common Stock	Â	Â	Â	Â	Â	Â	62,997	I	Directly by Spouse
Common Stock	Â	Â	Â	Â	Â	Â	5,698	I	Directly by Spouse IRA
Common Stock	Â	Â	Â	Â	Â	Â	9,546	I	Custody for Children

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

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SEC 2270 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 33.75	Â	Â	Â	Â	Â	04/30/1998	04/30/2008	Common Stock	200,000
Stock Option	\$ 33.875	Â	Â	Â	Â	Â	06/30/1998	06/30/2008	Common Stock	200,000
Stock Option	\$ 24.625	Â	Â	Â	Â	Â	12/07/2002	12/07/2009	Common Stock	44,700
Stock Option	\$ 22.81	Â	Â	Â	Â	Â	10/23/2003	10/23/2010	Common Stock	247,92
Stock Option	\$ 29.84	Â	Â	Â	Â	Â	12/17/2004	12/17/2011	Common Stock	61,975
Stock Option	\$ 34.6	Â	Â	Â	Â	Â	12/16/2003(2)	12/16/2012	Common Stock	62,525
Stock Option	\$ 45.55	Â	Â	Â	Â	Â	12/15/2004(2)	12/15/2013	Common Stock	65,728
Stock Option	\$ 49.62	Â	Â	Â	Â	Â	12/20/2005(2)	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4	Â	Â	Â	Â	Â	12/20/2006(2)	12/20/2015	Common Stock	47,182
	\$ 48.88	Â	Â	Â	Â	Â	12/19/2007(2)	12/19/2016		64,483

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Stock Option									Common Stock	
Stock Option	\$ 32.03	Â	Â	Â	Â	Â	12/18/2008(2)	12/18/2017	Common Stock	106,199
Phantom Stock	Â	Â	Â	Â	Â	Â	(4)	(4)	Common Stock	14,498

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
4	Director	10% Owner	Officer	Other				
SMITH JAMES COPENHAVER C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	ÂX	Â	Chairman & Chief Executive Off	Â				

# **Signatures**

Renee P Seefried by Power of Attorney 02/13/2008

\*\*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, 2007 and December 31, 2007, the reporting person acquired 3,202 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (2) 4 yr. incremental vesting 25% vests each year for 4 years.
- (3) Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- (4) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.
- (5) Between August 3, 2007 and December 31, 2007, the reporting person acquired 2,176 shares of phantom stock under the Webster Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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