#### SMITH JAMES COPENHAVER

Form 4

September 04, 2009

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

**OMB APPROVAL** 

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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 Responses)

1. Name and Address of Reporting Person * SMITH JAMES COPENHAVER			2. Issuer Name <b>and</b> Ticker or Trading Symbol WEBSTER FINANCIAL CORP	5. Relationship of Reporting Person(s) to Issuer			
			[WBS]	(Check all applicable)			
(Last)  C/O WEBST!  CORP, 145 B			3. Date of Earliest Transaction (Month/Day/Year) 09/03/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)			
	(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			

### WATERBURY, CT 06702

Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	ve Sec	urities Ac	equired, Dispose	d of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Secur. on (A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock	09/03/2009		A	4,239	A	\$ 11.95	39,357	D	
Common Stock	09/03/2009		F	1,679	D	\$ 11.95	37,678	D	
Common Stock							293,733	I	By Grantor Retained Annuity Trust
Common Stock							99,147	I	401(k)/ESOP
							5,698	I	

## Edgar Filing: SMITH JAMES COPENHAVER - Form 4

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			
Common Stock	63,546	I	Trust for Children
Common Stock			Directly by Spouse IRA
Common			Direc

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

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.625					12/07/2002	12/07/2009	Common Stock	44,700
Stock Option	\$ 22.81					10/23/2003	10/23/2010	Common Stock	247,925
Stock Option	\$ 29.84					12/17/2004	12/17/2011	Common Stock	61,975
Stock Option	\$ 34.6					12/16/2003(1)	12/16/2012	Common Stock	62,525
Stock Option	\$ 45.55					12/15/2004(1)	12/15/2013	Common Stock	65,728
Stock Option	\$ 49.62					12/20/2005(1)	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4					12/20/2006(1)	12/20/2015	Common Stock	47,182
Stock Option	\$ 48.88					12/19/2007(1)	12/19/2016	Common Stock	64,483
Stock Option	\$ 32.03					12/18/2008(1)	12/18/2017	Common Stock	106,199
	\$ 12.85					12/16/2009(1)	12/16/2018		213,674

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Stock Option			Common Stock			
Phantom Stock	<u>(2)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	58,965		

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SMITH JAMES COPENHAVER
C/O WEBSTER FINANCIAL CORP
145 BANK STREET
WATERBURY, CT 06702

Relationships

Other

Other

Date

# **Signatures**

Renee P. Seefried by Power of Attorney 09/04/2009

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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.
- (2) 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.
- (3) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.

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.

Reporting Owners 3