#### SMITH JAMES COPENHAVER

Form 4

August 17, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 and Ticker or Trading Symbol WEBSTER FINANCIAL CORP [WBS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)  C/O WEBSTER FINANCIAL  CORP, 145 BANK STREET			3. Date of Earliest Transaction (Month/Day/Year) 08/15/2011	X Director 10% OwnerX Officer (give title Other (specify below) Chairman & Chief Executive Off		
	(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		
WATERBUR	Y, CT 06702	2		Form filed by More than One Reporting Person		

(City)

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3,	(A) or 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						244,944 (1)	D		
Common Stock						229,402 (1)	I	By Grantor Retained Annuity Trust	
Common Stock						112,584	I	401(k)/ESOP	
Common Stock						7,997	I	Directly by Spouse	
						5,698	I		

#### Edgar Filing: SMITH JAMES COPENHAVER - Form 4

Common Stock			Directly by Spouse IRA
Common Stock	63,546	I	Trust for Children
Reminder: Report on a separate line for each class of securities benefic	ially owned directly or indirectly.		
	Persons who respond to the co- information contained in this for required to respond unless the displays a currently valid OMB number.	SEC 1474 (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. Transactic 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 of Number of Shares
Stock Option	\$ 29.84						12/17/2004	12/17/2011	Common Stock	61,975
Stock Option	\$ 34.6						12/16/2003(2)	12/16/2012	Common Stock	62,525
Stock Option	\$ 45.55						12/15/2004(2)	12/15/2013	Common Stock	65,728
Stock Option	\$ 49.62						12/20/2005(2)	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4						12/20/2006(2)	12/20/2015	Common Stock	47,182
Stock Option	\$ 48.88						12/19/2007(2)	12/19/2016	Common Stock	64,483
Stock Option	\$ 32.03						12/18/2008(2)	12/18/2017	Common Stock	106,19
Stock Option	\$ 12.85						12/16/2009(2)	12/16/2018	Common Stock	213,67
Phantom Stock	<u>(3)</u>	08/15/2011		A	1,332	,	<u>(4)</u>	<u>(4)</u>	Common Stock	1,332

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

X

Director 10% Owner Officer Other

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

Chairman & Chief Executive Off

## **Signatures**

Renee P. Seefried by Power of Attorney

08/17/2011

\*\*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) Pursuant to the most recent brokerage statement.
- (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.

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.

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