SMITH JAMES COPENHAVER

Form 4

Common

Common

Common

Stock

Stock

Stock

November	16, 2011												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL						
	UNIII	ED STATES		RITIES A shington			NGE	COMMISSI	ON	OMB Numbe	er:	3235-	0287
if no lor subject to Section Form 4 Form 5 obligation	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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							34,	Estimated average burden hours per response 0			y 31, 2005 0.5	
(Print or Type	Responses)												
1. Name and SMITH JA	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) 11/15/2011					X Director 10% Owner X Officer (give title Other (specify below) below) Chairman & Chief Executive Off					
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person					
WATERBU	URY, CT 0670)2						Form filed Person					
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securit	ties Ac	equired, Dispose	ed of,	or Bene	ficially C)wned	i
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Ye		n Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price)	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficia Owned Direct (D) Ownersh Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			t cial ship		
Common Stock								244,944	D				

By Grantor

Annuity Trust

401(k)/ESOP

Directly by

Spouse

Retained

229,402

112,584

7,997

5,698

I

I

Ι

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 benefit	cially owned directly or indirectly.		
	Persons who respond to the conformation contained in this for required to respond unless the	orm are not	SEC 1474 (9-02)

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

number.

displays a currently valid OMB control

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. Transacti Code (Instr. 8)	Securitie	vative es d d of	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(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	106,19
Stock Option	\$ 12.85						12/16/2009(1)	12/16/2018	Common Stock	213,67
Phantom Stock	<u>(2)</u>	11/15/2011		A	2,910		(3)	(3)	Common Stock	2,910

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

X

Chairman & Chief Executive Off

Signatures

Renee P. Seefried by Power of Attorney

11/16/2011

**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) 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