## Edgar Filing: BROWN JEFFREY N - Form 4

BROWN JE	FFREY N										
Form 4											
September 0	5, 2012										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 192 Section 17(a) of the Public Utility Holding Company Act of 1935 or Se 30(h) of the Investment Company Act of 1940							e Act of 1934, 1935 or Section	January 31,Expires:2005Estimated averageburden hours perresponse0.5			
(Print or Type I	Responses)										
BROWN JEFFREY N Symbol			Name and			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of (Month/D C/O WEBSTER FINANCIAL 08/31/20 CORP, 145 BANK STREET				-				Director 10% Owner X Officer (give title Other (specify below) below) EVP - HR, Marketing & Comm			
				ndment, Da th/Day/Year	-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WATERBU	URY, CT 06702							Form filed by M Person	fore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or D (Instr. 3,	(A) or	d 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)		
Common Stock	08/31/2012			F	9,610	D	\$ 21.34	40,806 <u>(1)</u>	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. Transac Code (Instr. 8	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
Repo	rting O	wners		Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						D.1.4	•				

<b>Reporting Owner Name / Address</b>	Relationships								
	Director	10% Owner	Officer	(					
BROWN JEFFREY N C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702			EVP - HR, Marketing & Comm						
Signatures									
Renee P. Seefried by Power of	0	9/05/2012							

<u>\*\*</u>Signature of Reporting Person

Attorney

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) The reported holdings reflect the reporting person's beneficial ownership as of the date of termination of service.

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.

9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr

Other

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