

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

February 22, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walters John Clinton

(Last) (First) (Middle)

THE HARTFORD FINANCIAL
SERVICES GROUP -, ONE
HARTFORD PLAZA

(Street)

HARTFORD, CT 06155

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolHARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]3. Date of Earliest Transaction
(Month/Day/Year)
02/20/20084. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Vice President6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
Restricted Stock Units				(A) or (D)	11,712.635	D	
Restricted Stock				(A) or (D)	12,000	D	
Common Stock	02/20/2008		F ⁽¹⁾	2,525 D	\$ 72.51	18,367	D

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

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information contained in this form are not**SEC 1474
(9-02)

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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. Transaction 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)	8. Price of Deriva Securit (Instr. 3)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Options	\$ 65.99					(2)	02/20/2014	Common Stock 7,586
Stock Options	\$ 71.27					(3)	02/19/2015	Common Stock 14,872
Stock Options	\$ 83					(4)	02/15/2016	Common Stock 15,913
Stock Options	\$ 93.69					(5)	02/27/2017	Common Stock 15,791
Stock Options	\$ 92.69					(6)	07/30/2017	Common Stock 3,538

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Walters John Clinton
THE HARTFORD FINANCIAL SERVICES GROUP -
ONE HARTFORD PLAZA
HARTFORD, CT 06155

Executive Vice President

Signatures

/s/ Donald C. Hunt, POA for John C. Walters by Power of Attorney of John C. Walters dated
July 26, 2007

02/22/2008

__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) Transaction involving a disposition to the Company of equity securities in satisfaction of tax withholding obligations in connection with the vesting of restricted stock.
- (2) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.
- (3) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.
- (4) One-third of the option became exercisable on February 15, 2007, an additional one-third of the option became exercisable on February 15, 2008, and the remaining one-third of the option will become exercisable on February 15, 2009, the third anniversary of the grant date.
One-third of the option will become exercisable on February 27, 2008, an additional one-third of the option will become exercisable on February 27, 2009, and the remaining one-third of the option will become exercisable on February 27, 2010, the third anniversary of the grant date.
- (5) February 27, 2009, and the remaining one-third of the option will become exercisable on February 27, 2010, the third anniversary of the grant date.
- (6) One-third of the option will become exercisable on July 30, 2008, an additional one-third of the option will become exercisable on July 30, 2009, and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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