

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

February 25, 2008

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRA THOMAS M

(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
Symbol

**HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2008

4. 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)
President and COO

6. 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)			
			Code V Amount	Price			
					27,043.3	D	
Restricted Stock					10,133	D	
Common Stock	02/21/2008		M ⁽¹⁾	28,062 A	\$ 73.19 136,577	D	
Common Stock	02/21/2008		F ⁽²⁾	11,632 D	\$ 73.19 124,945	D	

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

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(9-02)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option	\$ 62.07							(3)	02/23/2011	Common Stock	
Stock Option	\$ 65.85							(4)	02/23/2012	Common Stock	
Stock Option	\$ 65.99							(5)	02/20/2014	Common Stock	
Stock Option	\$ 71.27							(6)	02/19/2015	Common Stock	
Stock Option	\$ 83							(7)	02/15/2016	Common Stock	
Stock Option	\$ 93.69							(8)	02/27/2017	Common Stock	
Stock Option	\$ 92.69							(9)	07/30/2017	Common Stock	
Performance Shares	\$ 73.19	02/21/2008		A	(1)	28,062		(1)	(1)	Common Stock	
Performance Shares	\$ 73.19	02/21/2008		M	(1)	28,062		(1)	(1)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRA THOMAS M THE HARTFORD FINANCIAL SERVICES GROUP - ONE HARTFORD PLAZA HARTFORD, CT 06155	X		President and COO	

Signatures

/s/ Donald C. Hunt, POA for Thomas M. Marra by Power of Attorney of Thomas M. Marra
dated July 26, 2007

02/25/2008

__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).

- On February 21, 2008, the Company's Compensation and Personnel Committee awarded a performance share payout, based on the level
- (1) of the Company's performance relative to pre-established performance objectives, for the January 1, 2005 - December 31, 2007 performance period. The performance shares were paid in shares of the Company's common stock.
 - (2) Transaction involving the disposition to the Company of equity securities to cover tax withholding obligations in accordance with the Company's administrative rules.
 - (3) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (4) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (5) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
 - (6) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.

- The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange
- (7) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 15, 2009, three years from the date of the grant. The closing price condition to vesting was met on May 18, 2007.

- The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange
- (8) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 27, 2010, three years from the date of the grant.
 - (9) The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) July 30, 2010, three years from the date of the grant.

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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