

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 February 25, 2008

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Zlatkus Lizabeth H

2. Issuer Name and Ticker or Trading Symbol
 HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

THE HARTFORD FINANCIAL SERVICES GROUP -, ONE HARTFORD PLAZA
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HARTFORD, CT 06155
 (City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Restricted Stock Units | | | | | 11,295.094 | D | |
| Restricted Stock | | | | | 10,233 | D | |
| Common Stock | 02/21/2008 | | M ⁽¹⁾ | | 5,612 | A | \$ 73.19 |
| Common Stock | 02/21/2008 | | F ⁽²⁾ | | 1,765 | D | \$ 73.19 |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 65.99 | | | | | (3) 02/20/2014 | Common Stock | 13,000 |
| Stock Options | \$ 71.27 | | | | | (4) 02/19/2015 | Common Stock | 8,900 |
| Stock Options | \$ 83 | | | | | (5) 02/15/2016 | Common Stock | 14,000 |
| Stock Options | \$ 93.69 | | | | | (6) 02/27/2017 | Common Stock | 15,000 |
| Stock Options | \$ 92.69 | | | | | (7) 07/30/2017 | Common Stock | 3,500 |
| Performance Shares | \$ 73.19 | 02/21/2008 | | A ⁽¹⁾ | 5,612 | (1) (1) | Common Stock | 5,612 |
| Performance Shares | \$ 73.19 | 02/21/2008 | | M ⁽¹⁾ | 5,612 | (1) (1) | Common Stock | 5,612 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zlatkus Lizabeth H THE HARTFORD FINANCIAL SERVICES GROUP - ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Executive Vice President | |

Signatures

/s/ Donald C. Hunt, POA for Lizabeth Zlatkus by Power of Attorney of Lizabeth Zlatkus
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 February 18, 2007, the third anniversary of the grant date.
 - (4) The option became fully exercisable as of February 17, 2008, the third anniversary of the grant date.
 - (5) 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.
 - (6) 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.
 - (7) 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. 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.