

Walters John Clinton
Form 4
March 01, 2010

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

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

(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
Symbol

HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
				(A) or (D)			
			Code	V	Amount		
Restricted Stock Units					19,343.547	D	
Restricted Stock					8,000	D	
Common Stock					25,356.136	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**

SEC 1474
(9-02)

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. 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 Underly (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 65.99							<u>(1)</u>	02/20/2014	Comm Stoc
Stock Options	\$ 71.27							<u>(2)</u>	02/19/2015	Comm Stoc
Stock Options	\$ 83							<u>(3)</u>	02/15/2016	Comm Stoc
Stock Options	\$ 93.69							<u>(4)</u>	02/27/2017	Comm Stoc
Stock Options	\$ 92.69							<u>(5)</u>	07/30/2017	Comm Stoc
Stock Options	\$ 74.88							<u>(6)</u>	02/26/2018	Comm Stoc
Stock Options	\$ 7.04							<u>(7)</u>	02/25/2019	Comm Stoc
Restricted Units	<u>(8)</u>							<u>(8)</u>	02/25/2012 <u>(8)</u>	Comm Stoc
Restricted Units	<u>(9)</u>							<u>(9)</u>	11/05/2009 <u>(9)</u>	Comm Stoc
Deferred Units	<u>(10)</u>							<u>(10)</u>	11/05/2011 <u>(10)</u>	Comm Stoc
Restricted Units	<u>(11)</u>	02/25/2010		A		44,371.405 <u>(12)</u>		<u>(11)</u>	02/25/2013 <u>(11)</u>	Comm Stoc
Deferred Units	<u>(10)</u>	02/25/2010		A		12,274.035 <u>(12)</u>		<u>(10)</u>	02/25/2012 <u>(10)</u>	Comm Stoc
Deferred Units	<u>(10)</u>	02/25/2010		F <u>(13)</u>		259.815 <u>(12)</u>		<u>(10)</u>	<u>(10)</u>	Comm Stoc

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

03/01/2010

__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) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.

(2) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.

(3) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.

(4) One-third of the option became exercisable on February 27, 2008, an additional one-third of the option became 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) One-third of the option became exercisable on July 30, 2008, an additional one-third of the option became 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.

(6) 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) February 26, 2011, three years from the date of the grant.

(7) 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) February 25, 2012, three years from the date of the grant.

(8) Each restricted unit will be settled in cash on the expiration date for an amount equal to the company's closing stock price on the New York Stock Exchange on the expiration date.

(9) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) November 05, 2012 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (the "valuation date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the company's common stock on the valuation date as reported on the New York Stock Exchange.

(10) Each deferred unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the second anniversary of the grant date for an amount equal to the company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.

(11) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) February 25, 2013 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (the "valuation date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the company's common stock on the valuation date as reported on the New York Stock Exchange.

(12) The number of units determined by reference to the closing stock price of \$24.34 on the New York Stock Exchange on February 25, 2010.

(13) Transaction involving a disposition to the company of deferred units in satisfaction of tax obligations in connection with the vesting of deferred units.

Edgar Filing: Walters John Clinton - Form 4

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.