

SMITH JAMES COPENHAVER
 Form 5
 February 10, 2012

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SMITH JAMES COPENHAVER

(Last) (First) (Middle)

C/O WEBSTER FINANCIAL
 CORP, 145 BANK STREET

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 WEBSTER FINANCIAL CORP
 [WBS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

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)
 Chairman & Chief Executive Off

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 12/06/2011 | ^ | G | 2,500 | D | \$ 0 | 260,878 ⁽¹⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 184,457 | I | By Grantor Retained Annuity Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 116,534 ⁽²⁾ | I | 401(k)/ESOP |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 7,997 | I | Directly by Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,698 | I | Directly by Spouse IRA |
| Common Stock | Â | Â | Â | Â | Â | Â | 80,188 | I | Trust for Children |

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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|------------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 34.6 | Â | Â | Â | Â | Â | 12/16/2003 ⁽³⁾ | 12/16/2012 | Common Stock | 62,525 |
| Stock Option | \$ 45.55 | Â | Â | Â | Â | Â | 12/15/2004 ⁽³⁾ | 12/15/2013 | Common Stock | 65,728 |
| Stock Option | \$ 49.62 | Â | Â | Â | Â | Â | 12/20/2005 ⁽³⁾ | 12/20/2014 | Common Stock | 60,707 |
| Stock Option | \$ 47.4 | Â | Â | Â | Â | Â | 12/20/2006 ⁽³⁾ | 12/20/2015 | Common Stock | 47,182 |
| Stock Option | \$ 48.88 | Â | Â | Â | Â | Â | 12/19/2007 ⁽³⁾ | 12/19/2016 | Common Stock | 64,483 |
| Stock Option | \$ 32.03 | Â | Â | Â | Â | Â | 12/18/2008 ⁽³⁾ | 12/18/2017 | Common Stock | 106,199 |
| Stock Option | \$ 12.85 | Â | Â | Â | Â | Â | 12/16/2009 ⁽³⁾ | 12/16/2018 | Common Stock | 213,674 |
| Phantom Stock | Â | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 138,490 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH JAMES COPENHAVER C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702 | X | X | X | X |

Signatures

Renee P. Seefried by Power of Attorney 02/10/2012

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) Includes 131 shares of Webster Financial Corporation common stock acquired through December 31, 2011 under the Webster Dividend Reinvestment Plan per the records of Transfer Agent.
- (2) Between January 1, 2011 and December 31, 2011, the reporting person acquired 3,950 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (3) 4 yr. incremental vesting - 25% vests each year for 4 years.
- (4) Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- (5) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.
- (6) Between January 1, 2011 and December 31, 2011, the reporting person acquired 1,124 shares of phantom stock under the Webster Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.