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WEBSTER FINANCIAL CORP

Form 8-A12B

October 11, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

WEBSTER FINANCIAL CORPORATION
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State of Incorporation
or Organization)

06-1187536
(IRS Employer
Identification Number)

WEBSTER PLAZA
WATERBURY, CONNECTICUT
(Address of Principal Executive Offices)

06702
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:
Not applicable

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered -----	Name of Each Exchange on Which Each Class is to be Registered -----
Common Stock, \$0.01 Par Value Per Share	New York Stock Exchange
Rights to Purchase Series C Participating Preferred Stock, \$0.01 Par Value Per Share	New York Stock Exchange

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Securities to be registered pursuant to Section 12(g) of the Act: Not applicable.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information required by this Item 1 is set forth under the caption "Description of Capital Stock and Comparison of Shareholder Rights" in Webster Financial Corporation's Registration Statement on Form S-4, as amended (File No. 333-33228), which description is incorporated herein by reference.

ITEM 2. EXHIBITS.

1. Second Restated Certificate of Incorporation of Webster (incorporated by reference to Exhibit 3.1 to Webster's Form 10-K filed with the SEC on March 29, 2000).
2. Certificate of Amendment (incorporated by reference to Exhibit 3.2 to Webster's Form 10-K filed with the SEC on March 29, 2000).
3. Bylaws of Webster, as amended (incorporated by reference to Exhibit 3 to Webster's Form S-8 filed with the SEC on July 25, 2000).
4. Rights Agreement, dated as of February 5, 1996, between Webster and Chemical Mellon Shareholder Services, L.L.C. (incorporated by reference to Exhibit 1 to Webster's Current Report on Form 8-K filed with the SEC on February 12, 1996).
5. Amendment No. 1 to Rights Agreement, dated as of November 4, 1996, between Webster and ChaseMellon Shareholder Services, L.L.C. (incorporated by reference to Webster's Current Report on Form 8-K filed with the SEC on November 25, 1996).
6. Amendment No. 2 to Rights Agreement, dated as of October 30, 1998, between Webster and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 1 to Webster's Current Report on Form 8-K filed with the SEC on October 30, 1998).

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

WEBSTER FINANCIAL CORPORATION

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Date: October 10, 2002

By:/s/ William J. Healy

Name: William J. Healy

Title: Executive Vice President and Chief
Financial Officer

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