

WEAVER CONSTANCE K
Form 4
February 27, 2009

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

OMB APPROVAL

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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 *
WEAVER CONSTANCE K

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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice President

(Last) (First) (Middle)
THE HARTFORD FINANCIAL SERVICES GROUP, ONE HARTFORD PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2009

HARTFORD, CT 06155

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Restricted Stock Units					1,866.779	D	
Restricted Stock					5,300	D	

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4)
Stock Option	\$ 74.88			V		(1) 02/26/2018	Common Stock
Stock Option	\$ 7.04	02/25/2009		A	26,552	(2) 02/25/2019	Common Stock
Restricted Units	(3)	02/25/2009		A	12,618.297	02/25/2012(3) 02/25/2012(3)	Common Stock (3)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEAVER CONSTANCE K
THE HARTFORD FINANCIAL SERVICES GROUP
ONE HARTFORD PLAZA
HARTFORD, CT 06155

Sr. Vice
President

Signatures

/s/ Donald C. Hunt, POA for Constance K. Weaver by Power of Attorney of Constance K. Weaver dated February 25, 2008.

02/27/2009

__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).

- One-third of the option became exercisable on February 26, 2009, an additional one-third of the option will become exercisable on
- (1) February 26, 2010 and the remaining one-third of the option will become exercisable on February 26, 2011, the third anniversary of the grant date.
 - (2) One-third of the option becomes exercisable on February 25, 2010, an additional one-third of the option becomes exercisable on February 25, 2011 and the remaining one-third of the option becomes exercisable on February 25, 2012, the third anniversary of the grant date.
 - (3) 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.

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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