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WOLFE HARRIET MUNRETT

Form 4

Stock

Stock

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Common

Common

December 22, 2005

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **WOLFE HARRIET MUNRETT** Issuer Symbol WEBSTER FINANCIAL CORP (Check all applicable) [WBS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) WEBSTER PLAZA 12/20/2005 EVP/General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WATERBURY, CT 06702 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/20/2005 A 1,095 Α \$0 5,280 D Stock Common 686 I **ESOP**

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

ESPP

401 (k)

plan

I

I

763

1,083

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Securitie	vative es d d of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 22.81						10/23/2003	10/23/2010	Common Stock	3,650
Stock Options (Right to buy)	\$ 24.625						12/07/2002	12/07/2009	Common Stock	1,300
Stock Options (Right to buy)	\$ 26.5						12/17/2001	12/17/2008	Common Stock	2,550
Stock Options (Right to buy)	\$ 29.84						12/17/2004	12/17/2011	Common Stock	3,650
Stock Options (Right to buy)	\$ 31.75						12/15/2000	12/15/2007	Common Stock	2,400
Stock Options (Right to buy)	\$ 34.6						12/16/2003	12/16/2012	Common Stock	5,118
Stock Options (Right to	\$ 45.55						12/15/2004	12/15/2013	Common Stock	5,135

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buy)								
Stock Options (Right to buy)	\$ 47.4	12/20/2005	A	4,041	12/20/2006	12/20/2015	Common Stock	4,041
Stock Options (Right to	\$ 49.62				12/20/2005	12/20/2014	Common Stock	4,881

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOLFE HARRIET MUNRETT WEBSTER PLAZA WATERBURY, CT 06702

EVP/General Counsel

Signatures

Renee P. Seefried by Power of Atty.

12/22/2005

**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) 4 yr. incremental vesting 25% vests each year for 4 years

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.

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