

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

February 17, 2006

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

OMB APPROVAL

OMB
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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 *
ZNAMIEROWSKI DAVID M

(Last) (First) (Middle)

THE HARTFORD FINANCIAL
SERVICES GROUP, HARTFORD
PLAZA

(Street)

HARTFORD, CT 06115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolHARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]3. Date of Earliest Transaction
(Month/Day/Year)
02/15/20064. 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)

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units	02/15/2006		A	5,220.884	A \$ 83 10,427.174	D	
Restricted Stock					14,000	D	
Common Stock					8,565	D	

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

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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 and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 59.0917							<u>(1)</u>	02/20/2009	Common Stock	7,911
Stock Option	\$ 56.375							<u>(2)</u>	07/21/2010	Common Stock	12,375
Stock Option	\$ 65.85							<u>(3)</u>	02/23/2012	Common Stock	44,790
Stock Option	\$ 65.99							<u>(4)</u>	02/20/2014	Common Stock	25,030
Stock Option	\$ 71.27							<u>(5)</u>	02/19/2015	Common Stock	15,890
Stock Option	\$ 83	02/15/2006		A		15,546		<u>(6)</u>	02/15/2016	Common Stock	15,546
Performance Shares	\$ 83	02/15/2006		A		29,436		<u>(7)</u>	<u>(7)</u>	Common Stock	29,436

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZNAMIEROWSKI DAVID M THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115	Executive Vice President

Signatures

/s/ Amanda Grabowski Aquino, POA for David M. Znamierowski by Power of Attorney of
David M. Znamierowski dated February 19, 2004.

02/17/2006

__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 as of February 18, 2002, the third anniversary of the grant.

On July 19, 2000, the reporting person was granted an option to purchase shares of common stock. The option cumulatively vests in four

- (2) equal installments, subject to the Issuer's satisfaction of certain performance criteria each year. The performance criteria for 2000, 2001 and 2002 were met, resulting in vesting of the option as to 12,375 shares, which shall be exercisable commencing March 1, 2004.

- (3) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.

One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on

- (4) February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.

The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock

- (5) Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008 (three years from the grant date).

The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange

- (6) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 15, 2009, three years from the date of the grant.

On February 15, 2006, the Company's Compensation and Personnel Committee determined to award a performance share payout, based

- (7) on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2003 - December 31, 2005 performance period. The performance share payout will be paid in cash at the end of the Company's next payroll period.

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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