

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

February 25, 2008

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walters John Clinton

(Last) (First) (Middle)

THE HARTFORD FINANCIAL
SERVICES GROUP -, ONE
HARTFORD PLAZA

(Street)

HARTFORD, CT 06155

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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				(A) or (D)	11,712.635	D	
Restricted Stock				(A) or (D)	12,000	D	
Common Stock	02/21/2008		M ⁽¹⁾	9,354 A	\$ 73.19 27,721	D	
Common Stock	02/21/2008		F ⁽²⁾	3,797 D	\$ 73.19 23,924	D	

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 65.99							<u>(3)</u>	02/20/2014	Common Stock	7,500
Stock Options	\$ 71.27							<u>(4)</u>	02/19/2015	Common Stock	14,000
Stock Options	\$ 83							<u>(5)</u>	02/15/2016	Common Stock	15,000
Stock Options	\$ 93.69							<u>(6)</u>	02/27/2017	Common Stock	15,000
Stock Options	\$ 92.69							<u>(7)</u>	07/30/2017	Common Stock	3,500
Performance Shares	\$ 73.19	02/21/2008		<u>A</u> ⁽¹⁾		9,354		<u>(1)</u>	<u>(1)</u>	Common Stock	9,354
Performance Shares	\$ 73.19	02/21/2008		<u>M</u> ⁽¹⁾		9,354		<u>(1)</u>	<u>(1)</u>	Common Stock	9,354

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Walters John Clinton THE HARTFORD FINANCIAL SERVICES GROUP - ONE HARTFORD PLAZA HARTFORD, CT 06155	Executive Vice President

Signatures

/s/ Donald C. Hunt, POA for John C. Walters by Power of Attorney of John C. Walters dated
July 26, 2007

02/25/2008

__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).
- On February 21, 2008, the Company's Compensation and Personnel Committee awarded a performance share payout, based on the level
- (1) of the Company's performance relative to pre-established performance objectives, for the January 1, 2005 - December 31, 2007 performance period. The performance shares were paid in shares of the Company's common stock.
 - (2) Transaction involving the disposition to the Company of equity securities to cover tax withholding obligations in accordance with the Company's administrative rules.
 - (3) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.
 - (4) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.
 - (5) One-third of the option became exercisable on February 15, 2007, an additional one-third of the option became exercisable on February 15, 2008, and the remaining one-third of the option will become exercisable on February 15, 2009, the third anniversary of the grant date.
- One-third of the option will become exercisable on February 27, 2008, an additional one-third of the option will become exercisable on
- (6) February 27, 2009, and the remaining one-third of the option will become exercisable on February 27, 2010, the third anniversary of the grant date.
 - (7) One-third of the option will become exercisable on July 30, 2008, an additional one-third of the option will become exercisable on July 30, 2009, and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of the grant 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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