

BROWN JEFFREY N

Form 5

February 12, 2010

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BROWN JEFFREY N

(Last) (First) (Middle)

C/O WEBSTER FINANCIAL
CORP, 145 BANK STREET

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolWEBSTER FINANCIAL CORP
[WBS]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20094. 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)

Chief Administrative Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2009	12/31/2009	W	W	38,920	D	
Common Stock	12/31/2009	12/31/2009	W	W	6,241 (1)	I	401(k)/ESOP

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(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 Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 22.81	Â	Â	Â	Â Â	10/23/2003 10/23/2010	Common Stock 5,825
Stock Option	\$ 29.84	Â	Â	Â	Â Â	12/17/2004 12/17/2011	Common Stock 5,825
Stock Option	\$ 34.6	Â	Â	Â	Â Â	12/16/2003 ⁽²⁾ 12/16/2012	Common Stock 7,677
Stock Option	\$ 45.55	Â	Â	Â	Â Â	12/15/2004 ⁽²⁾ 12/15/2013	Common Stock 6,972
Stock Option	\$ 49.62	Â	Â	Â	Â Â	12/20/2005 ⁽²⁾ 12/20/2014	Common Stock 6,749
Stock Option	\$ 47.4	Â	Â	Â	Â Â	12/20/2006 ⁽²⁾ 12/20/2015	Common Stock 6,032
Stock Option	\$ 48.88	Â	Â	Â	Â Â	12/19/2007 ⁽²⁾ 12/19/2016	Common Stock 8,167
Stock Option	\$ 32.03	Â	Â	Â	Â Â	12/18/2008 ⁽²⁾ 12/18/2017	Common Stock 15,520
Stock Option	\$ 12.85	Â	Â	Â	Â Â	12/16/2009 ⁽²⁾ 12/16/2018	Common Stock 33,724

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN JEFFREY N C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY,Â CTÂ 06702	Â	Â	Â Chief Administrative Officer	Â

Signatures

Renee P. Seefried by Power of
Attorney

02/12/2010

__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) Between January 1, 2009 and December 31, 2009, the reporting person acquired 2,363 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (2) 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 provided 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.