

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

February 21, 2007

**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 \*  
**MARRA THOMAS 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  
Symbol**HARTFORD FINANCIAL  
SERVICES GROUP INC/DE [HIG]**3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/18/2007**4. 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				(A) or (D)	27,471.272	D	
Restricted Stock				(A) or (D)	10,133	D	
Common Stock	02/18/2007		F <sup>(1)</sup>	2,101 D	\$ 97.09	87,628	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)		8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 56.375							(2)	07/21/2010	Common Stock	46,500
Stock Option	\$ 59.0917							(3)	02/18/2009	Common Stock	49,897
Stock Option	\$ 62.07							(4)	02/23/2011	Common Stock	145,387
Stock Option	\$ 65.85							(5)	02/23/2012	Common Stock	138,850
Stock Option	\$ 37.37							(6)	02/22/2013	Common Stock	58,544
Stock Option	\$ 65.99							(7)	02/20/2014	Common Stock	63,723
Stock Option	\$ 71.27							(8)	02/19/2015	Common Stock	43,339
Stock Option	\$ 83							(9)	02/15/2016	Common Stock	37,789

## Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MARRA THOMAS M THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115		X	Executive Vice President	

## Signatures

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

02/21/2007

\_\_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) Transaction involving a disposition to the Company of equity securities upon the exercise of tax withholding rights in connection with the vesting of shares of Restricted Stock.

On July 19, 2000, Mr. Marra was granted an option to purchase shares of common stock. The option cumulatively vested in four equal
- (2) 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 46,500 shares, which became exercisable as of March 1, 2004.
- (3) The option became fully exercisable as of June 9, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (4) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (5) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (6) The option became fully exercisable as of June 18, 2003, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (7) The option became fully exercisable as of 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
- (8) 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 closing price condition to vesting was met on May 16, 2006.
- The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange
- (9) 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.

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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