

Whelley Eileen Goss
 Form 4
 February 22, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Whelley Eileen Goss

2. Issuer Name and Ticker or Trading Symbol
 HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE HARTFORD PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2010

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

HARTFORD, CT 06155
 (City) (State) (Zip)

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

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)
			Code	V Amount (D) Price			
Restricted Stock Units					4,515.546	D	
Restricted Stock					5,867	D	
Common Stock	02/18/2010		M ⁽¹⁾	322.15 A	\$ 24.14 3,729.191	D	
Common Stock	02/18/2010		F ⁽²⁾	127 D	\$ 24.14 3,604.655	D	

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 84.9					<u>(3)</u>	12/06/2016	Common Stock
Stock Option	\$ 93.69					<u>(4)</u>	02/27/2017	Common Stock
Stock Option	\$ 74.88					<u>(5)</u>	02/26/2018	Common Stock
Stock Option	\$ 7.04					<u>(6)</u>	02/25/2019	Common Stock
Restricted Units	<u>(7)</u>					<u>(7)</u>	02/25/2012 ⁽⁷⁾	Common Stock
Restricted Units	<u>(8)</u>					<u>(8)</u>	11/05/2012 ⁽⁸⁾	Common Stock ⁽⁸⁾
Deferred Units	<u>(9)</u>					<u>(9)</u>	11/05/2011 ⁽⁹⁾	Common Stock ⁽⁹⁾
Performance Shares	\$ 24.14	02/18/2010		<u>A</u> ⁽¹⁾	322.15	<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Shares	\$ 24.14	02/18/2010		<u>M</u> ⁽¹⁾	322.15	<u>(1)</u>	<u>(1)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whelley Eileen Goss ONE HARTFORD PLAZA HARTFORD, CT 06155			Executive Vice President	

Signatures

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

02/22/2010

__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) On February 18, 2010, the Company's Compensation and Personnel Committee awarded a performance share payout, based on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2007 - December 31, 2009 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 December 6, 2009, the third anniversary of the grant date.

(4) One-third of the option became exercisable on February 27, 2008, an additional one-third of the option became exercisable on 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.

(5) The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 26, 2011, three years from the date of the grant.

(6) The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 25, 2012, three years from the date of the grant. The pricing condition was met on April 22, 2009.

(7) Each restricted unit will be settled in cash on the expiration date for an amount equal to the company's closing stock price on the New York Stock Exchange on the expiration date.

(8) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) November 05, 2012 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (the "valuation date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the company's common stock on the valuation date as reported on the New York Stock Exchange.

(9) Each deferred unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the second anniversary of the grant date for an amount equal to the company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.

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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