

Whelley Eileen Goss
Form 4
May 05, 2010

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

OMB
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(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)

HARTFORD, CT 06155

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2010

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Restricted Stock Units					2,585.77		D
Restricted Stock					5,867		D
Common Stock					4,897.9		D

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**

SEC 1474
(9-02)

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 Underlying (Instr. 3 and			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 84.9							<u>(1)</u>	12/06/2016	Common Stock
Stock Option	\$ 93.69							<u>(2)</u>	02/27/2017	Common Stock
Stock Option	\$ 74.88							<u>(3)</u>	02/26/2018	Common Stock
Stock Option	\$ 7.04							<u>(4)</u>	02/25/2019	Common Stock
Restricted Units	<u>(5)</u>							<u>(5)</u>	02/25/2012 <u>(5)</u>	Common Stock
Restricted Units	<u>(6)</u>							<u>(6)</u>	11/05/2012 <u>(6)</u>	Common Stock <u>(6)</u>
Deferred Units	<u>(7)</u>							<u>(7)</u>	11/05/2011 <u>(7)</u>	Common Stock <u>(7)</u>
Restricted Units	<u>(8)</u>							<u>(8)</u>	02/25/2013 <u>(8)</u>	Common Stock <u>(8)</u>
Deferred Units	<u>(7)</u>							<u>(7)</u>	02/25/2012 <u>(7)</u>	Common Stock <u>(7)</u>
Deferred Units	<u>(9)</u>	05/03/2010		A		2,155.917		<u>(9)</u>	05/03/2012 <u>(9)</u>	Common Stock <u>(9)</u>
Deferred Units	<u>(9)</u>	05/03/2010		F <u>(10)</u>			45.636	<u>(9)</u>	<u>(9)</u>	Common Stock <u>(9)</u>

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/ Leslie Soler, POA for Laura A. Santirocco, POA for Eileen G. Whelley by Power of Attorney of Eileen G. Whelley dated February 18, 2010

05/05/2010

__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) The option became fully exercisable on December 6, 2009, the third anniversary of the grant date.
- (2) The option became fully exercisable on February 27, 2010, the third anniversary of 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 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.
- (3) 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.
- (5) 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.
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.
- (6) 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.
- (7) 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) February 25, 2013 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 the closing stock price per share of the company's common stock on the Valuation Date as reported on the New York Stock Exchange.
- (8) One-third of the deferred unit award will be settled in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date based on the company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (9) Transaction involving a disposition to the company of deferred units in satisfaction of tax withholding obligations in connection with the vesting of deferred units.
- (10)

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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