

MORRIS MICHAEL G
 Form 4
 July 05, 2011

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 *
 MORRIS MICHAEL G

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)
 THE HARTFORD FINANCIAL SERVICES GROUP, ONE HARTFORD PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 HARTFORD, CT 06155

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

(City) (State) (Zip)

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 | 06/30/2011 | | A ⁽¹⁾ | 933.826 | A \$ 26.37 <u>(2)</u> | 6,791.258 | D |
| Common Stock | | | | | 22,719 | D | |

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

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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 Amount of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option | \$ 67.19 | | | Code V (A) (D) | (3) | 12/18/2014 | Common Stock | 1,145 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

MORRIS MICHAEL G
THE HARTFORD FINANCIAL SERVICES GROUP
ONE HARTFORD PLAZA
HARTFORD, CT 06155

X

Signatures

/s/ Donald C. Hunt, POA for Laura A. Santirocco, POA for Michael G. Morris by Power of Attorney of Michael G. Morris dated February 18, 2010.

07/05/2011

__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) Acquired in lieu of cash compensation pursuant to an election under The Hartford's 2010 Incentive Stock Plan.

(2) The closing stock price as reported on the New York Stock Exchange on June 30, 2011, the pricing date, pursuant to Mr. Morris' election to receive common stock in lieu of cash compensation under The Hartford's 2010 Incentive Stock Plan.

(3) All options became exercisable as of December 16, 2007.

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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