

WEBSTER FINANCIAL CORP
 Form 4
 December 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 SMITH JAMES COPENHAVER

2. Issuer Name and Ticker or Trading Symbol
 WEBSTER FINANCIAL CORP
 [WBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 WEBSTER PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & Chief Executive Off

WATERBURY, CT 06702

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/19/2006		A		15,668	A	\$ 0
Common Stock					217,644	D	
Common Stock					62,997	I	Directly by spouse
Common Stock					5,698	I	Directly by spouse - IRA
Common Stock					9,546	I	Custody for children
Common Stock					86,599	I	401(k)/ESOP

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 22.81					10/23/2003	10/23/2010	Common Stock	247,925
Stock Options (Right to buy)	\$ 24.625					12/07/2002	12/07/2009	Common Stock	44,700
Stock Options (Right to buy)	\$ 29.84					12/17/2004	12/17/2011	Common Stock	61,975
Stock Options (Right to buy)	\$ 34.6					12/16/2003	12/16/2012	Common Stock	62,525
Stock Options (Right to buy)	\$ 45.55					12/15/2004	12/15/2013	Common Stock	65,728
Stock Options (Right to buy)	\$ 47.4					12/20/2006	12/20/2015	Common Stock	47,182
Stock Options (Right to buy)	\$ 48.88	12/19/2006		A	64,483	12/19/2007	12/19/2016	Common Stock	64,483

