

AYER RAMANI
Form 4
November 09, 2005

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 *
AYER RAMANI

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, HARTFORD
PLAZA

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

11/07/2005

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

Chairman, President and CEO

(Street)

HARTFORD, CT 06115

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				(A) or (D)	25,933.8157	D	
Restricted Stock				(A) or (D)	35,300	D	
Common Stock				(A) or (D)	16,900	I ⁽¹⁾	By Limited Liability Company

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Common Stock	11/07/2005	M ⁽²⁾	84,000	A	\$ 36.125	279,768	D
Common Stock	11/07/2005	S ⁽²⁾	84,000	D	\$ 84.0265	195,768	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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 36.125	11/07/2005		M ⁽²⁾	84,000	(3) 01/26/2007	Common Stock 84,000
Stock Option	\$ 44.47					(4) 12/17/2007	Common Stock 169,470
Stock Option	\$ 46.315					(5) 02/21/2008	Common Stock 112,140
Stock Option	\$ 45.5					(7) 10/14/2008	Common Stock 114,021
Stock Option	\$ 51					(8) 02/18/2009	Common Stock 165,675
Stock Option	\$ 34					(9) 02/18/2010	Common Stock 408,497
Stock Option	\$ 62.07					(10) 02/23/2011	Common Stock 222,046
Stock Option	\$ 65.85					(11) 02/23/2012	Common Stock 201,556
Stock Option	\$ 37.37					(12) 02/22/2013	Common Stock 171,465
Stock Option	\$ 65.99					(13) 02/20/2014	Common Stock 96,723
	\$ 71.27					(14) 02/19/2015	79,454

Stock
Option

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AYER RAMANI THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115	X		Chairman, President and CEO	

Signatures

/s/ Amanda Grabowski Aquino, POA for Ramani Ayer by Power of Attorney of Ramani
Ayer dated February 19, 2004.

11/09/2005

__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) Shares of common stock held by a Limited Liability Company of which Mr. Ayer and his spouse are the co-managing and sole members.
 - (2) Transaction effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
 - (3) The option became fully exercisable as of January 24, 2000, the third anniversary of the grant date.
 - (4) The option became fully exercisable as of March 1, 2001, following the achievement of the following criteria: prior to March 1, 2001, the closing price of the Issuer's Common Stock on the New York Stock Exchange reached (i) \$61.50 for 10 or more consecutive trading days, (ii) \$63.00 for 10 or more consecutive trading days, and (iii) \$65.00 for 10 or more consecutive trading days.
 - (5) The option became fully exercisable as of February 19, 2001, the third anniversary of the grant date.
 - (6) Option held by a Grantor Retained Annuity Trust of which Mr. Ayer is Trustee.
 - (7) The option became fully exercisable as of April 15, 1999, 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.
 - (8) The option became fully exercisable as of August 16, 2000, 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.
 - (9) The option became fully exercisable as of April 11, 2000, 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.
 - (10) 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 reached 125% of the grant price for at least 10 consecutive trading days.
 - (11) The option becomes fully exercisable upon the earlier of: (i) February 20, 2009 (seven years from the grant date) and (ii) the closing price of the Company's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
 - (12) 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 10 consecutive trading days.
 - (13) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.

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The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.