

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

March 01, 2006

**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

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 \*  
JOHNSON DAVID M /CT

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)  
02/28/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec. Vice President and CFO

(Street)

HARTFORD, CT 06115

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)	13,725.992	D	
Restricted Stock				(A) or (D)	20,348	D	
Common Stock	02/28/2006		M	40,140 A	\$ 83 62,839	D	
Common Stock	02/28/2006		D <sup>(1)</sup>	40,140 D	\$ 83 22,699	D	

# Edgar Filing: HARTFORD FINANCIAL SERVICES GROUP INC/DE - Form 4

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 number.**

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	\$ 63.02					<u>(2)</u>	05/03/2011	Common Stock	84,62
Stock Option	\$ 65.85					<u>(3)</u>	02/23/2012	Common Stock	76,14
Stock Option	\$ 37.37					<u>(4)</u>	02/22/2013	Common Stock	63,50
Stock Option	\$ 65.99					<u>(5)</u>	02/20/2014	Common Stock	34,13
Stock Option	\$ 71.27					<u>(6)</u>	02/19/2015	Common Stock	21,66
Stock Option	\$ 83					<u>(7)</u>	02/15/2016	Common Stock	19,73
Performance Shares	\$ 83	02/28/2006		M	40,140	<u>(8)</u>	<u>(8)</u>	Common Stock	40,14

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON DAVID M /CT THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115	Exec. Vice President and CFO

## Signatures

/s/ Amanda Grabowski Aquino, POA for David M. Johnson by Power of Attorney of David M. Johnson dated February 19, 2004

03/01/2006

\_\_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) Disposition to the issuer pursuant to Rule 16b-3.

(2) The option became fully exercisable on November 11, 2005, following the achievement of the following criteria: the closing price of the Company's common stock on New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.

(3) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.

(4) The option became fully exercisable on June 18, 2003, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.

(5) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option became 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.

The options will become exercisable upon the later of: (i) the date upon which the closing price of the underlying common stock on the New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from 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 15, 2009, three years from the date of the grant.

On February 15, 2006, the Company's Compensation and Personnel Committee determined to award a performance share payout, based (8) on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2003 - December 31, 2005 performance period. The performance share payout was paid in cash on February 28, 2006.

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.