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HARTFORD Form 4 May 03, 2006	9 FINANCIAL S	ERVICE	S GROUP	INC/DI	Ξ							
FORM	4								OMB A	PPROVAL		
	UNITED :	STATES					NGE C	OMMISSION	OMB Number:	3235-0287		
Check thi if no long	or											
subject to Section 10 Form 4 or	<b>51A1E</b> N 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligation may conti <i>See</i> Instru 1(b).	Is Section 17(	a) of the		ity Holc	ling Com	pany	Act of	e Act of 1934, 1935 or Sectior 0	1			
(Print or Type R	esponses)											
1. Name and A AYER RAM	ddress of Reporting	Person <u>*</u>	Symbol		Ticker or 7		g	5. Relationship of Issuer	Reporting Per	rson(s) to		
			HARTFO SERVICE				HIG]	(Checl	k all applicabl	e)		
(Last)	(First) (N	Middle)	3. Date of E (Month/Day		ansaction			X Director X Officer (give	title Oth	% Owner ner (specify		
	FORD FINANC GROUP, HART		05/01/200					below) Chairman,	below) President and	I CEO		
	(Street)		4. If Amend Filed(Month		-			6. Individual or Jo Applicable Line) _X_ Form filed by C				
HARTFORI	D, CT 06115							Form filed by M Person				
(City)	(State)	(Zip)	Table 1	l - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	n Date, if 7 ( Day/Year) (	Fransactic Code Instr. 8)	4. Securiti or(A) or Dis (Instr. 3, 4) Amount	sposed	of (D)	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			,		Timount		Thee	50,465.424	D			
Restricted Stock								35,300	D			
Common Stock								16,900	I <u>(1)</u>	By Limited Liability Company		
Common	05/01/2006			М	86,210	А	\$	270,811	D			

Stock					44.47		
Common Stock	05/01/2006	S <u>(2)</u>	86,210	D	\$ 88.95	184,601	D

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. Transactic Code (Instr. 8)	orDeri Secu Acqu or D (D)	rities uired (A) isposed of r. 3, 4,	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	\$ 44.47	05/01/2006		М		86,210	(3)	12/17/2007	Common Stock	86,210
Stock Option	\$ 46.315						(4)	02/21/2008	Common Stock	112,140
Stock Option	\$ 45.5						(6)	10/14/2008	Common Stock	114,021
Stock Option	\$ 51						(7)	02/18/2009	Common Stock	165,675
Stock Option	\$ 34						(8)	02/18/2010	Common Stock	408,497
Stock Option	\$ 62.07						(9)	02/23/2011	Common Stock	222,046
Stock Option	\$ 65.85						(10)	02/23/2012	Common Stock	201,556
Stock Option	\$ 37.37						(11)	02/22/2013	Common Stock	171,465
Stock Option	\$ 65.99						(12)	02/20/2014	Common Stock	96,723
Stock Option	\$ 71.27						(13)	02/19/2015	Common Stock	79,454
Stock Option	\$ 83						(14)	02/15/2016	Common Stock	71,750

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
AYER RAMANI THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115	Х		Chairman, President and Cl	EO		
Signatures						
/s/ Amanda Grabowski Aquino, POA for Ramani Ayer Ayer dated February 19, 2004.	by Power	of Attorney	v of Ramani C	)5/03/2006		
<u>**</u> Signature of Reporting Pe	rson			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.

The option became fully exercisable as of March 1, 2001, following the achievement of the following criteria: prior to March 1, 2001,

- (3) 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.
- (4) The option became fully exercisable as of February 19, 2001, the third anniversary of the grant date.
- (5) Option held by a Grantor Retained Annuity Trust of which Mr. Ayer is Trustee.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) The option became fully exerciable 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.
- (12) 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 option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock
  (13) 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).

The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange (14) 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.

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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