

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

November 01, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARRA THOMAS M**

(Last) (First) (Middle)

**THE HARTFORD FINANCIAL  
SERVICES GROUP, HARTFORD  
PLAZA**

(Street)

**HARTFORD, CT 06115**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**HARTFORD FINANCIAL  
SERVICES GROUP INC/DE [HIG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/30/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)			
			Code	V	Amount		Price
						27,325.736	D
Restricted Stock						15,200	D
Common Stock	10/30/2006		M <sup>(1)</sup>	60,000	A	\$ 37.37	147,263
Common Stock	10/30/2006		S <sup>(1)</sup>	30,000	D	\$ 86.3499	117,263

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Common Stock      10/30/2006      S<sup>(1)</sup>      30,000      D      \$ 88      87,263      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	\$ 56.375					(2) 07/21/2010	Common Stock 46,500
Stock Option	\$ 59.0917					(3) 02/18/2009	Common Stock 49,897
Stock Option	\$ 62.07					(4) 02/23/2011	Common Stock 145,387
Stock Option	\$ 65.85					(5) 02/23/2012	Common Stock 138,850
Stock Option	\$ 37.37	10/30/2006		M	60,000	(6) 02/22/2013	Common Stock 118,544
Stock Option	\$ 65.99					(7) 02/20/2014	Common Stock 63,723
Stock Option	\$ 71.27					(8) 02/19/2015	Common Stock 43,339
Stock Option	\$ 83					(9) 02/15/2016	Common Stock 37,789

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
MARRA THOMAS M THE HARTFORD FINANCIAL SERVICES GROUP	X		Executive Vice President

HARTFORD PLAZA  
HARTFORD, CT 06115

## Signatures

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

11/01/2006

\_\_\_\_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) Transaction effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- On July 19, 2000, Mr. Marra was granted an option to purchase shares of common stock. The option cumulatively vested in four equal
- (2) installments, subject to the Issuer's satisfaction of certain performance criteria each year. The performance criteria for 2000, 2001 and 2002 were met, resulting in vesting of the option as to 46,500 shares, which became exercisable as of March 1, 2004.
- (3) The option became fully exercisable as of June 9, 2005, 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.
- (4) 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 on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (5) The option became fully exercisable on November 17, 2005, 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.
- (6) 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 at least 10 consecutive trading days.
- (7) 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
- (8) 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
- (9) 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. 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.