

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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLIN NEAL S**

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
E.V.P. and General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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					11,076.953	D	
Restricted Stock					15,500	D	
Common Stock	10/30/2006		S <sup>(1)</sup>	2,884 D \$ 86.15	5,691	D	
Common Stock	10/30/2006		M <sup>(1)</sup>	27,519 A \$ 37.37	33,210	D	

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Common Stock	10/30/2006	S <sup>(1)</sup>	4,716	D	\$ 87.7087	28,494	D
Common Stock	10/30/2006	S <sup>(1)</sup>	7,600	D	\$ 87.7475	20,894	D
Common Stock	10/30/2006	S <sup>(1)</sup>	7,600	D	\$ 87.512	13,294	D
Common Stock	10/30/2006	S <sup>(1)</sup>	7,603	D	\$ 86.86	5,691	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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 59.4							<u>(2)</u>	03/22/2011	Common Stock	30,609
Stock Option	\$ 65.85							<u>(3)</u>	02/23/2012	Common Stock	29,114
Stock Option	\$ 37.37	10/30/2006		M		27,519		<u>(4)</u>	02/22/2013	Common Stock	27,519
Stock Option	\$ 65.99							<u>(5)</u>	02/20/2014	Common Stock	19,345
Stock Option	\$ 71.27							<u>(6)</u>	02/19/2015	Common Stock	17,335
Stock Option	\$ 83							<u>(7)</u>	02/15/2016	Common Stock	15,546

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOLIN NEAL S  
THE HARTFORD FINANCIAL SERVICES GROUP  
HARTFORD PLAZA  
HARTFORD, CT 06115

E.V.P. and General Counsel

## Signatures

/s/ Amanda Grabowski Aquino, POA for Neal S. Wolin by Power of Attorney of Neal S.  
Wolin 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.
- (2) The option became fully exercisable as of March 20, 2004, the third anniversary of the grant date.
- (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.
- (6) 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 17, 2008, three years from the grant date.
- (7) 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.

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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