

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

May 02, 2008

**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 \*  
Walters John Clinton

(Last) (First) (Middle)

THE HARTFORD FINANCIAL  
SERVICES GROUP -, ONE  
HARTFORD PLAZA

(Street)

HARTFORD, CT 06155

(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)  
04/30/2008

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)

Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock Units					23,780.051	D	
Restricted Stock					12,000	D	
Common Stock	04/30/2008		S <sup>(1)</sup>		3,380	D	\$ 72.29
					15,002	D	

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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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. Price or Value of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Options	\$ 65.99					(2)	02/20/2014	Common Stock 7,586
Stock Options	\$ 71.27					(3)	02/19/2015	Common Stock 14,872
Stock Options	\$ 83					(4)	02/15/2016	Common Stock 15,913
Stock Options	\$ 93.69					(5)	02/27/2017	Common Stock 15,791
Stock Options	\$ 92.69					(6)	07/30/2017	Common Stock 3,538
Stock Options	\$ 74.88					(7)	02/26/2018	Common Stock 38,240

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Walters John Clinton  
THE HARTFORD FINANCIAL SERVICES GROUP -  
ONE HARTFORD PLAZA  
HARTFORD, CT 06155

Executive Vice President

## Signatures

/s/ Terence D. Shields, POA for John C. Walters by Power of Attorney of John C. Walters  
dated July 26, 2007

05/02/2008

\_\_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 on February 18, 2007, the third anniversary of the grant date.
- (3) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.
- (4) One-third of the option became exercisable on February 15, 2007, an additional one-third of the option became exercisable on February 15, 2008, and the remaining one-third of the option will become exercisable on February 15, 2009, the third anniversary of the grant date.  
One-third of the option became exercisable on February 27, 2008, an additional one-third of the option will become exercisable on
- (5) February 27, 2009, and the remaining one-third of the option will become exercisable on February 27, 2010, the third anniversary of the grant date.
- (6) One-third of the option will become exercisable on July 30, 2008, an additional one-third of the option will become exercisable on July 30, 2009, and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of 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
- (7) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 26, 2011, 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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