

Andrade Juan C
Form 4
August 10, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrade Juan C

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, ONE
HARTFORD PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2010

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

HARTFORD, CT 06155

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)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock Units	08/06/2010		A		33,318.525	A	\$ 22.51
Restricted Stock							3,600
Common Stock							3,434.726

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 83.27							<u>(1)</u>	02/27/2016	Common Stock
Stock Option	\$ 93.69							<u>(2)</u>	02/27/2017	Common Stock
Stock Option	\$ 74.88							<u>(3)</u>	02/26/2018	Common Stock
Stock Option	\$ 7.04							<u>(4)</u>	02/25/2019	Common Stock
Restricted Units	<u>(5)</u>							<u>(5)</u>	02/25/2012 <u>(5)</u>	Common Stock <u>(5)</u>
Restricted Units	<u>(6)</u>							<u>(6)</u>	11/05/2012 <u>(6)</u>	Common Stock <u>(6)</u>
Restricted Units	<u>(7)</u>							<u>(7)</u>	02/25/2013 <u>(7)</u>	Common Stock <u>(7)</u>
Deferred Units	<u>(8)</u>							<u>(8)</u>	11/05/2011 <u>(8)</u>	Common Stock <u>(8)</u>
Deferred Units	<u>(9)</u>							<u>(9)</u>	02/25/2012 <u>(9)</u>	Common Stock <u>(9)</u>
Deferred Units	<u>(10)</u>							<u>(10)</u>	05/03/2012 <u>(10)</u>	Common Stock <u>(10)</u>
Deferred Units	<u>(11)</u>	08/06/2010		A		2,850.585		<u>(11)</u>	08/06/2013 <u>(11)</u>	Common Stock <u>(11)</u>
Deferred Units	<u>(11)</u>	08/06/2010		F <u>(12)</u>		68.889		<u>(11)</u>	<u>(11)</u>	Common Stock <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Andrade Juan C
THE HARTFORD FINANCIAL SERVICES GROUP
ONE HARTFORD PLAZA
HARTFORD, CT 06155

Executive Vice President

Signatures

/s/ Leslie T. Soler, by POA for Laura A. Santirocco, POA for Juan C. Andrade dated
February 18, 2010.

08/10/2010

____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) The option became fully exercisable on February 27, 2009, the third anniversary of the grant date.
- (2) The option became fully exercisable as of February 27, 2010, the third anniversary of the grant date.
- (3) One-third of the option became exercisable on February 26, 2009, an additional one-third of the option became exercisable on February 26, 2010 and the remaining one-third of the option will become exercisable on February 26, 2011, the third anniversary of the grant date.
- (4) One third of the option became exercisable on February 25, 2010, an additional one third of the option will become exercisable on February 25, 2011 and the remaining one-third of the option will become exercisable on February 25, 2012, the third anniversary of the grant date.
- (5) Each restricted unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange.
- (6) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days, after November 5, 2012 (the "Valuation Date"). The cash settlement payable per unit shall be equal the closing stock price per share of the company's common stock on the Valuation Date as reported on the New York Stock Exchange.
- (7) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days, after February 25, 2013 (the "Valuation Date"). The cash settlement payable per unit shall be equal the closing stock price per share of the company's common stock on the Valuation Date as reported on the New York Stock Exchange.
- (8) Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (November 5, 2009) for an amount equal to the company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.
- (9) Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (February 25, 2010) for an amount equal to the company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.
- (10) One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second and third anniversaries of the grant date (May 3, 2010) based on the company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (11) One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second and third anniversaries of the grant date (August 6, 2010) based on the company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (12) Transaction involving a disposition to the company of deferred units in satisfaction of tax obligations in connection with vesting of deferred units.

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.