

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 May 02, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
WOLIN NEAL S

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 E.V.P. and General Counsel

(Last) (First) (Middle)
THE HARTFORD FINANCIAL SERVICES GROUP, HARTFORD PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2007

HARTFORD, CT 06115
 (City) (State) (Zip)

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

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					16,315.457	D	
Restricted Stock					15,500	D	
Common Stock	04/30/2007		M ⁽¹⁾	30,609 A	\$ 59.4 44,870	D	
Common Stock	04/30/2007		M ⁽¹⁾	29,114 A	\$ 65.85 73,984	D	
	04/30/2007		S ⁽¹⁾	30,609 D	43,375	D	

Common Stock					\$			
					101.66			
Common Stock	04/30/2007		S ⁽¹⁾	29,114	D	\$	14,261	D
						100.95		
Common Stock	04/30/2007		S ⁽¹⁾	13,491	D	\$	770	D
						101.84		

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 59.4	04/30/2007		M ⁽¹⁾	30,609	<u>(2)</u>	03/22/2011	Common Stock	30,609
Stock Option	\$ 65.85	04/30/2007		M ⁽¹⁾	29,114	<u>(3)</u>	02/23/2012	Common Stock	29,114
Stock Option	\$ 65.99					<u>(4)</u>	02/20/2014	Common Stock	19,345
Stock Option	\$ 71.27					<u>(5)</u>	02/19/2015	Common Stock	17,335
Stock Option	\$ 83					<u>(6)</u>	02/15/2016	Common Stock	15,546
Stock Option	\$ 93.69					<u>(7)</u>	02/27/2017	Common Stock	14,633

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

E.V.P. and General Counsel

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

Signatures

/s/ Amanda Grabowski Aquino, POA for Neal S. Wolin by Power of Attorney of Neal S.
Wolin dated February 19, 2004

05/02/2007

__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 as of February 18, 2007, 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 equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 17, 2008, three years from the grant date. The closing price condition to vesting was met on May 16, 2006.
 - (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 15, 2009, three years from the date of the grant.
 - (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 27, 2010, 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.