

Andrade Juan C
Form 4
March 01, 2010

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 *
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)
ONE HARTFORD PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2010

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

HARTFORD, CT 06155
(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 Ownership (Instr. 4)
Restricted Stock Units				(A) or (D)	2,632.281	D	
Restricted Stock				(A) or (D)	3,600	D	
Common Stock				(A) or (D)	2,667.655	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)

Signatures

/s/ Donald C. Hunt, by POA for Juan C. Andrade dated February 24, 2009.

03/01/2010

__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 be settled in cash on the expiration date for an amount equal to the company's closing stock price on the New York Stock Exchange on the expiration date.
- (6) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) November 5, 2012 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (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 deferred unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the second anniversary of the grant date 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.
- (8) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) February 25, 2013 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (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.
- (9) The number of units determined by reference to the closing stock price of \$24.34 on the New York Stock Exchange on February 25, 2010.
- (10) Transaction involving a disposition to the company of deferred units in satisfaction of tax obligations in connection with the 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.

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