

WEAVER CONSTANCE K
 Form 4
 March 01, 2010

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 *
 WEAVER CONSTANCE K

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)
 Sr. Vice President

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Restricted Stock Units | | | | | 1,894.533 | D | |
| Restricted Stock | | | | | 5,300 | 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)

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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 as Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option | \$ 74.88 | | | | | (1) 02/26/2018 | Common Stock |
| Stock Option | \$ 7.04 | | | | | (2) 02/25/2019 | Common Stock |
| Restricted Units | (3) | | | | | (3) 02/25/2012(3) | Common Stock |
| Restricted Units | (4) | | | | | (4) 11/05/2012(4) | Common Stock |
| Deferred Units | (5) | | | | | (5) 11/05/2011(5) | Common Stock |
| Restricted Units | (6) | 02/25/2010 | | A | 14,790.468 (7) | (6) 02/25/2013(6) | Common Stock |
| Deferred Units | (5) | 02/25/2010 | | A | 1,592.029 (7) | (5) 02/25/2012(5) | Common Stock |
| Deferred Units | (5) | 02/25/2010 | | F(8) | 107.164 (7) | (5) (5) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEAVER CONSTANCE K THE HARTFORD FINANCIAL SERVICES GROUP ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Sr. Vice President | |

Signatures

/s/ Donald C. Hunt, POA for Constance K. Weaver by Power of Attorney of Constance K. Weaver dated February 25, 2008. 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).

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- One-third of the option became exercisable on February 26, 2009, an additional one-third of the option will become exercisable on
- (1) 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.
 - (2) One-third of the option becomes exercisable on February 25, 2010, an additional one-third of the option becomes exercisable on February 25, 2011 and the remaining one-third of the option becomes exercisable on February 25, 2012, the third anniversary of the grant date.
 - (3) 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.

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").
(4) 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.

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
(5) 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.
 - (6) One-third of the restricted unit award will be settled in cash on the first, second and third anniversaries of the grant date based on the closing stock price on the New York Stock Exchange on the applicable anniversary date.
 - (7) 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.
 - (8) 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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