

Whelley Eileen Goss
Form 4
March 01, 2012

FORM 4

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

OMB APPROVAL

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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 *
Whelley Eileen Goss

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2012

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

ONE HARTFORD PLAZA
(Street)

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

HARTFORD, CT 06155
(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 |
| Common Stock | 02/29/2012 | | M | | 2,584.41 | A | 11 |
| Common Stock | 02/29/2012 | | D | | 2,584.41 | D | \$ 20.48 |
| Common Stock | 03/01/2012 | | M | | 13,467.737 | A | 12 |
| Common Stock | 03/01/2012 | | D | | 13,467.737 | D | \$ 20.48 |
| Restricted Stock Units | | | | | | | 11,467.719 |

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option | \$ 84.9 | | | | | <u>(3)</u> | 12/04/2016 | Common Stock |
| Stock Option | \$ 93.69 | | | | | <u>(4)</u> | 02/27/2017 | Common Stock |
| Stock Option | \$ 74.88 | | | | | <u>(5)</u> | 02/26/2018 | Common Stock |
| Stock Option | \$ 7.04 | | | | | <u>(6)</u> | 02/25/2019 | Common Stock |
| Stock Option | \$ 28.91 | | | | | <u>(7)</u> | 03/01/2021 | Common Stock |
| Stock Option | \$ 20.63 | 02/28/2012 | | A | 47,233 | <u>(8)</u> | 02/28/2022 | Common Stock |
| Restricted Units | <u>(2)</u> | 03/01/2012 | | M | 13,467.737 | <u>(2)</u> | 02/25/2012 | Common Stock |
| Restricted Units | <u>(9)</u> | | | | | <u>(9)</u> | 11/05/2012 | Common Stock |
| Restricted Units | <u>(10)</u> | | | | | <u>(10)</u> | 02/25/2013 | Common Stock |
| Deferred Units | <u>(1)</u> | 02/29/2012 | | M | 2,584.41 | <u>(1)</u> | 02/25/2012 | Common Stock |
| Deferred Units | <u>(11)</u> | | | | | <u>(11)</u> | 05/03/2013 | Common Stock |
| Deferred Units | <u>(12)</u> | | | | | <u>(12)</u> | 08/06/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whelley Eileen Goss ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Executive Vice President | |

Signatures

s/ Anthony J. Salerno, POA for Eileen G. Whelley by Power of Attorney of Eileen G. Whelley dated February 8, 2012.

03/01/2012

__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) Each deferred unit is equal to one share of the Company's common stock. On February 29, 2012, 2584.410 of the reporting person's deferred units were settled for cash based upon the Company's closing stock price on the New York Stock Exchange on February 24, 2012.

(2) Each restricted unit is equal to one share of the Company's common stock. On March 1, 2012, 13,467.737 of the reporting person's restricted units were settled for cash based upon the Company's closing stock price on the New York Stock Exchange on February 24, 2012.

(3) All options became fully exercisable on December 4, 2009, the third anniversary of the grant date.

(4) All options became fully exercisable on February 27, 2010, the third anniversary of the grant date.

(5) All options became fully exercisable on February 26, 2011, the third anniversary of the grant date.

(6) All options became fully fully exercisable on February 25, 2012, the third anniversary of the grant date.

(7) One third of the options became exercisable on March 1, 2012, an additional one third of the options will become exercisable on March 1, 2013 and the remaining one-third of the options will become exercisable on March 1, 2014, the third anniversary of the grant date.

(8) One-third of the options will become exercisable on February 28, 2013, an additional one-third of the options will become exercisable on February 28, 2014 and the remaining one-third of the options will become exercisable on February 28, 2015, the third anniversary of the grant date.

(9) 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 to the closing stock price per share of the Company's common stock on the Valuation Date as reported on the New York Stock Exchange.

(10) 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 to the closing stock price per share of the Company's common stock on the Valuation Date as reported on the New York Stock Exchange.

(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 (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.

(12) 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.

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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