

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 February 20, 2008

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 *
 Walters John Clinton

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)
 02/17/2008

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

THE HARTFORD FINANCIAL SERVICES GROUP -, 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 Ownership (Instr. 4)
				(A) or (D) Price			
Restricted Stock Units					11,712.635	D	
Restricted Stock					20,028	D	
Common Stock	02/17/2008		F(1)	1,569 D \$ 72.48	12,864	D	

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

Persons who respond to the collection of information contained in this form are not

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
Stock Options	\$ 65.99					(2) 02/20/2014	Common Stock	7,586
Stock Options	\$ 71.27					(3) 02/19/2015	Common Stock	14,872
Stock Options	\$ 83					(4) 02/15/2016	Common Stock	15,913
Stock Options	\$ 93.69					(5) 02/27/2017	Common Stock	15,791
Stock Options	\$ 92.69					(6) 07/30/2017	Common Stock	3,538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walters John Clinton THE HARTFORD FINANCIAL SERVICES GROUP - ONE HARTFORD PLAZA HARTFORD, CT 06155			Executive Vice President	

Signatures

/s/ Terence D. Shields, POA for John C. Walters by Power of Attorney of John C. Walters dated July 26, 2007

02/20/2008

__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 involving a disposition to the Company of equity securities in satisfaction of tax withholding obligations in connection with a distribution to the reporting person of restricted stock units pursuant to The Hartford's 2005 Incentive Stock Plan.
- (2) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.
- (3) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.
- (4) One-third of the option became exercisable on February 15, 2007, an additional one-third of the option became exercisable on February 15, 2008, and the remaining one-third of the option will become exercisable on February 15, 2009, the third anniversary of the grant date.
One-third of the option will become exercisable on February 27, 2008, an additional one-third of the option will become exercisable on February 27, 2009, and the remaining one-third of the option will become exercisable on February 27, 2010, the third anniversary of the grant date.
- (5) One-third of the option will become exercisable on July 30, 2008, an additional one-third of the option will become exercisable on July 30, 2009, and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of the grant date.

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.