

MCGEE LIAM E
Form 4
May 05, 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 *
MCGEE LIAM E

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)

THE HARTFORD, ONE HARTFORD PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

HARTFORD, CT 06155

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 0 | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Restricted Units | (1) | | | V | (A) | (1) 02/25/2013(1) | Common Stock (1) |
| Deferred Units | (2) | | | | (D) | (2) 02/25/2013(2) | Common Stock (2) |
| Deferred Units | (2) | 05/03/2010 | | A | 37,944.118 | (2) 05/03/2012(2) | Common Stock (2) |
| Deferred Units | (2) | 05/03/2010 | | F(3) | 910.05 | (2) 05/03/2012(2) | Common Stock (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGEE LIAM E THE HARTFORD ONE HARTFORD PLAZA HARTFORD, CT 06155 | X | | Chairman and CEO | |

Signatures

/s/Leslie Soler, POA for Laura A. Santirocco, POA for Liam E. McGee by Power of Attorney of Liam E. McGee dated February 18, 2010 05/05/2010

__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) 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.
- (2) One-third of the deferred unit award will be settled in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date 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.
- (3) Transaction involving a disposition to the company of deferred units in satisfaction of tax withholding obligations in connection with 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. 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.