

HARTFORD FINANCIAL SERVICES GROUP INC/DE  
 Form 4  
 August 09, 2005

**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 \*  
 MARRA THOMAS M

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)  
 08/08/2005

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

THE HARTFORD FINANCIAL SERVICES GROUP, 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 06115

(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						D	
Restricted Stock					14,145.7177	D	
Common Stock	08/08/2005		M <sup>(1)</sup>	50,000 A	\$ 44.47 146,377	D	
Common Stock	08/08/2005		S <sup>(1)</sup>	50,000 D	\$ 76.6992 96,377	D	

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 56.375					(2)	07/21/2010	Common Stock	46,500
Stock Option	\$ 44.47	08/08/2005		M(1)	50,000	(3)	12/17/2007	Common Stock	50,000
Stock Option	\$ 47.642					(4)	02/21/2008	Common Stock	42,961
Stock Option	\$ 44.5221					(5)	10/14/2008	Common Stock	63,740
Stock Option	\$ 59.0917					(6)	02/18/2009	Common Stock	68,196
Stock Option	\$ 62.07					(7)	02/23/2011	Common Stock	145,387
Stock Option	\$ 65.85					(8)	02/23/2012	Common Stock	138,850
Stock Option	\$ 37.37					(9)	02/22/2013	Common Stock	118,544
Stock Option	\$ 65.99					(10)	02/20/2014	Common Stock	63,723
Stock Option	\$ 71.27					(11)	02/19/2015	Common Stock	43,339

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARRA THOMAS M  
THE HARTFORD FINANCIAL SERVICES GROUP  
HARTFORD PLAZA  
HARTFORD, CT 06115

X

Executive Vice President

## Signatures

/s/ Steven L. Bray, POA for Thomas M. Marra by Power of Attorney of Thomas M. Marra  
dated February 19, 2004

08/09/2005

\_\_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 effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) On July 19, 2000, Mr. Marra was granted an option to purchase shares of common stock. The option cumulatively vests in four equal installments, subject to the Issuer's satisfaction of certain performance criteria each year. The performance criteria for 2000, 2001 and 2002 were met, resulting in vesting of the option as to 46,500 shares, which became exercisable as of March 1, 2004.
- (3) The option became fully exercisable as of March 1, 2001, following the achievement of the following criteria: prior to March 1, 2001, the closing price of the Issuer's Common Stock on the New York Stock Exchange reached (i) \$61.50 for 10 or more consecutive trading days, (ii) \$63.00 for 10 or more consecutive trading days, and (iii) \$65.00 for 10 or more consecutive trading days.
- (4) The option became fully exercisable as of May 20, 1999, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (5) The option became fully exercisable as of March 26, 1999, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (6) The option became fully exercisable as of June 9, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (7) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (8) The option becomes fully exercisable upon the earlier of: (i) February 21, 2009 (seven years from the grant date) and (ii) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
- (9) The option became fully exercisable as of June 18, 2003, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (10) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.
- (11) The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008 (three years from 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.