

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 4

May 18, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 *
KELLY EDWARD J III

(Last) (First) (Middle)

**THE HARTFORD FINANCIAL
SERVICES GROUP, ONE
HARTFORD PLAZA**

(Street)

HARTFORD, CT 06155

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]**3. Date of Earliest Transaction
(Month/Day/Year)
05/16/20074. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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 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			
Restricted Stock	05/16/2007		A	1,427 A \$ 105.13	5,952	D	
Common Stock					3,376	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)

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. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 66.1					<u>(1)</u>	05/16/2011	Common Stock	2,644
Stock Option	\$ 65.85					<u>(2)</u>	02/23/2012	Common Stock	2,448
Stock Option	\$ 37.37					<u>(3)</u>	02/22/2013	Common Stock	5,080
Stock Option	\$ 65.99					<u>(4)</u>	02/20/2014	Common Stock	2,731

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

KELLY EDWARD J III
THE HARTFORD FINANCIAL SERVICES GROUP
ONE HARTFORD PLAZA
HARTFORD, CT 06155

X

Signatures

/s/ Richard G. Costello, POA for Edward J. Kelly, III by Power of Attorney of Edward J. Kelly, III dated February 19, 2004.

05/18/2007

__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) The option became fully exercisable on May 16, 2004, the third anniversary of the grant date.

(2) The option became fully exercisable on February 21, 2005, the third anniversary of the grant date.

Edgar Filing: HARTFORD FINANCIAL SERVICES GROUP INC/DE - Form 4

- (3) The option became fully exercisable on February 20, 2006, the third anniversary of the grant date.
- (4) The option became fully exercisable on February 18, 2007, 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.