

McGreevey Gregory  
Form 4  
March 03, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
McGreevey Gregory

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)  
ONE HARTFORD PLAZA  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2011

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

HARTFORD, CT 06155  
(City) (State) (Zip)

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

**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   |
| Restricted Stock Units          | 03/01/2011                           |  | A                              |   | 28,536.838  | A  | \$ 28.91  |
|                                 |                                      |  |                                |   |   |  | 42,000.915  |

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)**

Edgar Filing: McGreevey Gregory - Form 4

| 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 Number Shares |
| Stock Options                              | \$ 10.32   |                                      |  |                                |   | (1)  | 10/31/2018  | Common Stock     | 37,5                 |
| Stock Options                              | \$ 7.04  |                                      |  |                                |   | (2)  | 02/25/2019  | Common Stock     | 92,9                 |
| Stock Options                              | \$ 28.91   | 03/01/2011                           |  | A                              | 76,673  | (3)  | 03/01/2021  | Common Stock     | 76,6                 |
| Restricted Units                           | (4)  |                                      |  |                                |   | (4)  | 02/25/2012(4)   | Common Stock (4) | 44,69 (4)            |
| Restricted Units                           | (5)  |                                      |  |                                |   | (5)  | 07/31/2011(5)   | Common Stock (5) | 59,69 (5)            |
| Restricted Units                           | (6)  |                                      |  |                                |   | (6)  | 02/25/2013(6)   | Common Stock (6) | 40,37 (6)            |
| Deferred Units                             | (7)  |                                      |  |                                |   | (7)  | 05/03/2013(7)   | Common Stock (7) | 8,256 (7)            |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| McGreevey Gregory<br>ONE HARTFORD PLAZA<br>HARTFORD, CT 06155 |               |           | Executive Vice President |       |

## Signatures

s/ Leslie Soler, POA for Laura A. Santirocco, POA for Gregory McGreevey by Power of Attorney of Gregory McGreevey dated February 18, 2010

03/03/2011

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).

The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) October 31, 2011, three years from the date of the grant. The pricing condition was met on December 18, 2008.

(2)

## Edgar Filing: McGreevey Gregory - Form 4

The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 25, 2012, three years from the date of the grant. The pricing condition was met on April 22, 2009.

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

(4) Each restricted unit will be settled in cash on the expiration date for an amount equal to the Company's closing stock price on the New York Stock Exchange on the expiration date.

(5) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after July 31, 2011 (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.

(6) 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.

(7) 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 (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.

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.