

WEBSTER FINANCIAL CORP  
 Form 4  
 December 22, 2004

**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 \*  
**BROMAGE WILLIAM T**

2. Issuer Name and Ticker or Trading Symbol  
**WEBSTER FINANCIAL CORP [WBS]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**WEBSTER PLAZA**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/20/2004**

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

**WATERBURY, CT 06702**

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)	Amount or Price			
Common Stock	12/20/2004		A	V	4,050	A \$ 0 35,793	D	
Common Stock						3,537	I	401(k)
Common Stock						1,290	I	ESOP
Common Stock						1,899	I	ESPP

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
Stock Options (Right to buy)	\$ 21.875							04/27/2000	04/27/2010	Common Stock	10,000
Stock Options (Right to buy)	\$ 22.81							10/23/2003	10/23/2010	Common Stock	119,800
Stock Options (Right to buy)	\$ 24.625							12/07/2002	12/07/2009	Common Stock	13,550
Stock Options (Right to buy)	\$ 25.5							09/23/2002	09/23/2009	Common Stock	10,000
Stock Options (Right to buy)	\$ 29.84							12/17/2004	12/17/2011	Common Stock	29,950
Stock Options (Right to buy)	\$ 34.6							12/16/2003	12/16/2012	Common Stock	30,219
Stock Options (Right to buy)	\$ 45.55							12/15/2004	12/15/2013	Common Stock	29,343
	\$ 49.62	12/20/2004		A		30,113		12/20/2005	12/20/2014		30,113

Stock Options (Right to buy)				Common Stock	
Stock Option	\$ 17.75	12/31/1998	10/21/2006	Common Stock	15,000
Stock Option	\$ 19.0938	12/23/1998	12/23/2006	Common Stock	10,000
Stock Option	\$ 26.5	12/17/2001	12/17/2008	Common Stock	8,750
Stock Option	\$ 31.75	12/15/2000	12/15/2007	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROMAGE WILLIAM T WEBSTER PLAZA WATERBURY, CT 06702	X		President	

## Signatures

Renee P. Seefried by Power of Atty. 12/22/2004

\_\_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) 4 yr. incremental vesting - 25% vests each year for 4 years

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.