

WEBSTER FINANCIAL CORP
 Form 4/A
 October 10, 2007

FORM 4

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

OMB APPROVAL

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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 *
SMITH JAMES COPENHAVER

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & Chief Executive Off

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/21/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WATERBURY, CT 06702

(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)	Price		
			Code	V	Amount		
Common Stock	08/20/2007		S ⁽¹⁾		800	D	\$ 43.21 66,726 D
Common Stock	08/20/2007		S ⁽¹⁾		300	D	\$ 43.24 66,426 D
Common Stock	08/20/2007		S ⁽¹⁾		400	D	\$ 43.27 66,026 D
Common Stock	08/20/2007		S ⁽¹⁾		200	D	\$ 43.28 65,826 D
Common Stock	08/20/2007		S ⁽¹⁾		200	D	\$ 43.29 65,626 D

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Common Stock	08/20/2007	S ⁽¹⁾	200	D	\$ 43.3	65,426	D	
Common Stock	08/20/2007	S ⁽¹⁾	200	D	\$ 43.31	65,226	D	
Common Stock	08/20/2007	S ⁽¹⁾	700	D	\$ 43.32	64,526 ⁽²⁾	D	
Common Stock						111,000 ⁽³⁾	I	By Grantor Retained Annuity Trust
Common Stock						89,200	I	401(k)/ESOP
Common Stock						62,997	I	Directly by Spouse.
Common Stock						5,698	I	Directly by Spouse IRA
Common Stock						9,546	I	Custody for Children

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)	8. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 31.75					12/15/2000	12/15/2007	Common Stock	44,000
Stock Option	\$ 33.75					04/30/1998	04/30/2008	Common Stock	200,000
Stock Option	\$ 33.875					06/30/1998	06/30/2008	Common Stock	200,000

Stock Option	\$ 24.625	12/07/2002	12/07/2009	Common Stock	44,700
Stock Option	\$ 22.81	10/23/2003	10/23/2010	Common Stock	247,925
Stock Option	\$ 29.84	12/17/2004	12/17/2011	Common Stock	61,975
Stock Option	\$ 34.6	12/16/2003	12/16/2012	Common Stock	62,525
Stock Option	\$ 45.55	12/15/2004	12/15/2013	Common Stock	65,728
Stock Option	\$ 49.62	12/20/2005	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4	12/20/2006	12/20/2015	Common Stock	47,182
Stock Option	\$ 48.88	12/19/2007	12/19/2016	Common Stock	64,483
Phantom Stock	(5)	(6)	(6)	Common Stock	12,322

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JAMES COPENHAVER C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	X		Chairman & Chief Executive Off	

Signatures

Renee P. Seefried by Power of Atty.	10/10/2007
__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 27, 2007. This Form 4 amendment is being filed solely to restate the number of shares of Common Stock held directly by the reporting person. All other information was reported correctly. The direct holdings were incorrectly stated due to a typographical error on the Form 4 filed on 08/21/2007.
 - (2) These shares were previously reported as directly beneficially owned, but were contributed to a grantor retained annuity trust on May 11, 2007.
 - (3) 4 yr. incremental vesting - 25% vests each year for 4 years.

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- (5) Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- (6) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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