

WEBSTER FINANCIAL CORP
 Form 4
 February 26, 2016

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

(Last) (First) (Middle)
 C/O WEBSTER FINANCIAL
 CORP, 145 BANK STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/24/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2016		A		69,047 <u>(1)</u>	A	\$ 33.13 356,726 D
Common Stock	02/24/2016		F		29,136	D	\$ 33.13 327,590 D
Common Stock	02/24/2016		A		12,946	A	\$ 0 340,536 D
Common Stock							13,043 I By Grantor Retained Annuity Trust
							134,908 I 401(k)/ESOP

Common Stock			
Common Stock	10,554	I	Directly by Spouse
Common Stock	5,698	I	Directly by Spouse IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 48.88					12/19/2007 ⁽²⁾	12/19/2016	Common Stock	64,483
Stock Option	\$ 32.03					12/18/2008 ⁽²⁾	12/18/2017	Common Stock	106,199
Stock Option	\$ 12.85					12/16/2009 ⁽²⁾	12/16/2018	Common Stock	213,674
Stock Option	\$ 23.81					02/22/2013 ⁽³⁾	02/22/2022	Common Stock	112,371
Stock Option	\$ 23					02/20/2014 ⁽³⁾	02/20/2023	Common Stock	126,373
Phantom Stock	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	227,178

Reporting Owners

Reporting Owner Name / Address

Relationships

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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
Attorney

02/26/2016

__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) Performance shares earned and certified on February 24, 2016.
- (2) 4 yr. incremental vesting - 25% vests each year for 4 years.
- (3) 3 yr. incremental vesting - 33-1/3% vests each year for 3 years.
- (4) 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.
- (5) 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. 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.