

Walters John Clinton
 Form 4
 March 02, 2010

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

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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 *
 Walters John Clinton

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

(Last) (First) (Middle)
 THE HARTFORD FINANCIAL SERVICES GROUP -, ONE HARTFORD PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Restricted Stock Units | | | | | 14,005.031 | D | |
| Restricted Stock | | | | | 8,000 | D | |
| Common Stock | 02/27/2010 | | F(1) | 1,759 D \$ 24.37 | 28,936 | D | |

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 Options | \$ 65.99 | | | | | <u>(2)</u> | 02/20/2014 | Common Stock | 7,586 |
| Stock Options | \$ 71.27 | | | | | <u>(3)</u> | 02/19/2015 | Common Stock | 14,872 |
| Stock Options | \$ 83 | | | | | <u>(4)</u> | 02/15/2016 | Common Stock | 15,913 |
| Stock Options | \$ 93.69 | | | | | <u>(5)</u> | 02/27/2017 | Common Stock | 15,791 |
| Stock Options | \$ 92.69 | | | | | <u>(6)</u> | 07/30/2017 | Common Stock | 3,538 |
| Stock Options | \$ 74.88 | | | | | <u>(7)</u> | 02/26/2018 | Common Stock | 38,240 |
| Stock Options | \$ 7.04 | | | | | <u>(8)</u> | 02/25/2019 | Common Stock | 148,548 |
| Restricted Units | <u>(9)</u> | | | | | <u>(9)</u> | 02/25/2012 ⁽⁹⁾ | Common Stock ⁽⁹⁾ | 70,857.24 ⁽⁹⁾ |
| Restricted Units | <u>(10)</u> | | | | | <u>(10)</u> | 11/05/2009 ⁽¹⁰⁾ | Common Stock ⁽¹⁰⁾ | 19,319.00 ⁽¹⁰⁾ |
| Deferred Units | <u>(11)</u> | | | | | <u>(11)</u> | 11/05/2011 ⁽¹¹⁾ | Common Stock ⁽¹¹⁾ | 6,077.41 ⁽¹¹⁾ |
| Restricted Units | <u>(12)</u> | | | | | <u>(12)</u> | 02/25/2013 ⁽¹²⁾ | Common Stock ⁽¹²⁾ | 44,371.40 ⁽¹²⁾ |
| Deferred Units | <u>(11)</u> | | | | | <u>(11)</u> | 02/25/2012 ⁽¹¹⁾ | Common Stock ⁽¹¹⁾ | 12,014.2 ⁽¹¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walters John Clinton THE HARTFORD FINANCIAL SERVICES GROUP - ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Executive Vice President | |

Signatures

/s/ Terence D. Shields, POA for John C. Walters by Power of Attorney of John C. Walters
dated July 26, 2007

03/02/2010

__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) Transaction involving a disposition to the Company of equity securities in satisfaction of tax withholding obligations in connection with the vesting of restricted stock units.

(2) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.

(3) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.

(4) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.

(5) One-third of the option became exercisable on February 27, 2008, an additional one-third of the option became exercisable on February 27, 2009, and the remaining one-third of the option will become exercisable on February 27, 2010, the third anniversary of the grant date.

(6) One-third of the option became exercisable on July 30, 2008, an additional one-third of the option became exercisable on July 30, 2009, and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of the grant date.

(7) 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 26, 2011, three years from the date of the grant.

(8) 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.

(9) 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.

(10) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) November 05, 2012 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (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.

(11) Each deferred unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the second anniversary of the grant date for an amount equal to the company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.

(12) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) February 25, 2013 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (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.

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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