

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 August 01, 2007

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 *
 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/30/2007

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

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

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

HARTFORD, CT 06155
 (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) | (A) or (D) | 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 | Price | | |
| Restricted Stock Units | 07/30/2007 | | A | | 1,240.695 | \$ 92.69 | D | |
| Restricted Stock | | | | | | 20,028 | D | |
| Common Stock | 07/30/2007 | | M ⁽¹⁾ | | 12,228 | \$ 65.99 | D | |
| Common Stock | 07/30/2007 | | S ⁽¹⁾ | | 12,228 | \$ 91.87 | D | |

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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 | Amount or Number of Shares |
| Stock Options | \$ 65.99 | 07/30/2007 | | M ⁽¹⁾ | 12,228 | ⁽²⁾ | 02/20/2014 | Common Stock | 19,814 |
| Stock Options | \$ 71.27 | | | | | ⁽³⁾ | 02/19/2015 | Common Stock | 14,872 |
| Stock Options | \$ 83 | | | | | ⁽⁴⁾ | 02/15/2016 | Common Stock | 15,913 |
| Stock Options | \$ 93.69 | | | | | ⁽⁵⁾ | 02/27/2017 | Common Stock | 15,790 |
| Stock Options | \$ 92.69 | 07/30/2007 | | A | 3,538 | ⁽⁶⁾ | 07/30/2017 | Common Stock | 3,538 |

Reporting Owners

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

Signatures

/s/ Amanda Grabowski Aquino, POA for John C. Walters by Power of Attorney of John C. Walters dated July 26, 2007

08/01/2007

__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) Transaction effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.
- (3) One-third of the option became exercisable on February 17, 2006, an additional one-third of the option became exercisable on February 17, 2007, and the remaining one-third of the option will become exercisable on February 17, 2008, the third anniversary of the grant date.
One-third of the option became exercisable on February 15, 2007, an additional one-third of the option will become exercisable on
(4) February 15, 2008, and the remaining one-third of the option will become exercisable on February 15, 2009, the third anniversary of the grant date.
One-third of the option will become exercisable on February 27, 2008, an additional one-third of the option will become exercisable on
(5) 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) 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) July 30, 2010, three years from the date of the grant.

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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