

WEBSTER FINANCIAL CORP
 Form 5
 February 10, 2016

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person
 SMITH JAMES COPENHAVER

(Last) (First) (Middle)

C/O WEBSTER FINANCIAL
 CORP, 145 BANK STREET

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

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

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

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 11/30/2015 | ^ | G | 2,000 | D | \$ 0 | 287,679 ⁽¹⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 13,043 | I | By Grantor Retained Annuity Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 134,908 ⁽²⁾ | I | 401(k)/ESOP |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 10,554 | I | Directly by Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount of Underlying Securities (Instr. 3 and 4) |
| Stock Option | \$ 48.88 | Â | Â | Â | Â Â | 12/19/2007 ⁽³⁾ 12/19/2016 | Common Stock 64,483 |
| Stock Option | \$ 32.03 | Â | Â | Â | Â Â | 12/18/2008 ⁽³⁾ 12/18/2017 | Common Stock 106,199 |
| Stock Option | \$ 12.85 | Â | Â | Â | Â Â | 12/16/2009 ⁽³⁾ 12/16/2018 | Common Stock 163,674 |
| Stock Option | \$ 23.81 | Â | Â | Â | Â Â | 02/22/2013 ⁽⁴⁾ 02/22/2022 | Common Stock 112,375 |
| Stock Option | \$ 23 | Â | Â | Â | Â Â | 02/20/2014 ⁽⁴⁾ 02/20/2023 | Common Stock 126,375 |
| Phantom Stock | Â | Â | Â | Â | Â Â | Â ⁽⁶⁾ Â ⁽⁶⁾ | Common Stock 227,175 |

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 | Â X | Â | Â Chairman & Chief Executive Off | Â |

Signatures

Renee P. Seefried by Power of
Attorney

02/10/2016

__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) Includes 580 shares of Webster Financial Corporation common stock acquired through December 31, 2015 under the Webster Dividend Reinvestment Plan per the records of Transfer Agent.
- (2) Between January 1, 2015 and December 31, 2015, the reporting person acquired 4,776 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (3) 4 yr. incremental vesting - 25% vests each year for 4 years.
- (4) 3 yr. incremental vesting - 33-1/3% vests each year for 3 years.
- (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.
- (7) Between January 1, 2015 and December 31, 2015, the reporting person acquired 5,333 shares of phantom stock under the Webster Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.