

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 10-K/A

March 11, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2010**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-13958**

**THE HARTFORD FINANCIAL SERVICES GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**13-3317783**

(I.R.S. Employer  
Identification No.)

**One Hartford Plaza, Hartford, Connecticut 06155**

(Address of principal executive offices) (Zip Code)

**(860) 547-5000**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: the following, all of which are listed on the New York Stock Exchange, Inc.

Common Stock, par value \$0.01 per share

Depository shares, representing interests in 7.25% Mandatory Convertible Preferred Stock, Series F, par value \$0.01 per share

Warrants (expiring June 26, 2019)

6.10% Notes due October 1, 2041

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the shares of Common Stock held by non-affiliates of the registrant as of June 30, 2010 was approximately \$9.8 billion, based on the closing price of \$22.13 per share of the Common Stock on the New York Stock Exchange on June 30, 2010.

As of February 18, 2011, there were outstanding 444,734,147 shares of Common Stock, \$0.01 par value per share, of the registrant.

#### **Documents Incorporated by Reference**

Portions of the registrant's definitive proxy statement for its 2011 annual meeting of shareholders are incorporated by reference in Part III of this Form 10-K.

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SIGNATURE

EXHIBITS INDEX

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EX-101 SCHEMA DOCUMENT

EX-101 CALCULATION LINKBASE DOCUMENT

EX-101 LABELS LINKBASE DOCUMENT

EX-101 PRESENTATION LINKBASE DOCUMENT

EX-101 DEFINITION LINKBASE DOCUMENT

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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A to The Hartford Financial Services Group, Inc.'s annual report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Securities and Exchange Commission on February 25, 2011 (the 2010 Form 10-K ), is being filed solely to furnish Exhibit 101 to the 2010 Form 10-K, which provides certain items from the 2010 Form 10-K formatted in eXtensible Business Reporting Language ( XBRL ).

No other changes have been made to the 2010 Form 10-K. This Form 10-K/A speaks as of the original filing date of the 2010 Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the 2010 Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**Item 6. EXHIBITS**

See Exhibits Index on page 4.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

The Hartford Financial Services Group,  
Inc.  
(Registrant)

Date: March 11, 2011

/s/ Beth A. Bombara  
Beth A. Bombara  
Senior Vice President and Controller  
(Chief accounting officer and duly  
authorized signatory)

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**THE HARTFORD FINANCIAL SERVICES GROUP, INC.  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010  
FORM 10-K/A  
AMENDMENT NO. 1  
EXHIBITS INDEX**

*The exhibits attached to this Form 10-K/A are those that are required by Item 601 of Regulation S-K.*

<b>Exhibit No.</b>	<b>Description</b>
<b>*3.01</b>	Amended and Restated Certificate of Incorporation of The Hartford Financial Services Group, Inc. ( The Hartford ), as amended by Certificate of Designations with respect to 7.25% Mandatory Convertible Preferred Stock Series F dated March 23, 2010 and the Certificate of Elimination of the Series A Participating Cumulative Preferred Stock, Series D Non-Voting Contingent Convertible Preferred Stock and Fixed Rate Cumulative Perpetual Preferred Stock, Series E, dated April 26, 2010 (incorporated by reference to Exhibit 3.01 to The Hartford s Quarterly Report on Form 10-Q for the fiscal period ended March 31, 2010).
<b>*3.02</b>	Amended and Restated By-Laws of The Hartford, amended effective October 21, 2010 (incorporated herein by reference to Exhibit 3.1 to The Hartford s Current Report on Form 8-K, filed October 27, 2010).
<b>*4.01</b>	Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws of The Hartford (incorporated by reference as indicated in Exhibits 3.01 and 3.02 hereto, respectively).
<b>*4.02</b>	Senior Indenture, dated as of October 20, 1995, between The Hartford and The Chase Manhattan Bank (National Association) as Trustee (incorporated herein by reference to Exhibit 4.03 to the Registration Statement on Form S-3 (Registration No. 333-103915) of The Hartford, Hartford Capital IV, Hartford Capital V and Hartford Capital VI).
<b>*4.03</b>	Supplemental Indenture No. 1, dated as of December 27, 2000, to the Senior Indenture filed as Exhibit 4.02 hereto, between The Hartford and The Chase Manhattan Bank, as Trustee (incorporated herein by reference to Exhibit 4.30 to The Hartford s Registration Statement on Form S-3 (Amendment No. 1) (Registration No. 333-49666) dated December 27, 2000).
<b>*4.04</b>	Supplemental Indenture No. 2, dated as of September 13, 2002, to the Senior Indenture filed as Exhibit 4.02 hereto, between The Hartford and JPMorgan Chase Bank, as Trustee (incorporated herein by reference to Exhibit 4.1 to The Hartford s Current Report on Form 8-K, filed September 17, 2002).
<b>*4.05</b>	Form of Global Security (included in Exhibit 4.04).
<b>*4.06</b>	Supplemental Indenture No. 3, dated as of May 23, 2003, to the Senior Indenture filed as Exhibit 4.02 hereto, between The Hartford and JPMorgan Chase Bank, as Trustee (incorporated herein by reference to Exhibit 4.1 of The Hartford s Current Report on Form 8-K, filed May 30, 2003).
<b>*4.07</b>	Senior Indenture, dated as of March 9, 2004, between The Hartford and JPMorgan Chase Bank, as Trustee (incorporated herein by reference to Exhibit 4.1 to The Hartford s Current Report on Form 8-K, filed March 12, 2004).

- \*4.08** Junior Subordinated Indenture, dated as of February 12, 2007, between The Hartford and LaSalle Bank, N.A., as Trustee (incorporated herein by reference to Exhibit 4.1 to The Hartford's Current Report on Form 8-K, filed February 16, 2007).
- \*4.09** Senior Indenture, dated as of April 11, 2007, between The Hartford and The Bank of New York Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.03 to the Registration Statement on Form S-3 (Registration No. 333-142044) of The Hartford, Hartford Capital IV, Hartford Capital V and Hartford Capital VI, filed on April 11, 2007).
- \*4.10** Junior Subordinated Indenture, dated as of June 6, 2008, between The Hartford Financial Services Group, Inc. and The Bank of New York Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 6, 2008).
- \*4.11** First Supplemental Indenture, dated as of June 6, 2008, between The Hartford Financial Services Group, Inc. and The Bank of New York Trust Company, N.A., as Trustee (incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 6, 2008).
- \*4.12** Replacement Capital Covenant, dated as of June 6, 2008 (incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on June 6, 2008).
- \*4.13** Second Supplemental Indenture, dated as of October 17, 2008, between The Hartford and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 10% Fixed-to-Floating Rate Junior Subordinated Debentures due 2068, including form of Debenture (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K/A filed on October 17, 2008).
- \*4.14** Form of Series B Warrant to Purchase Shares of Non-Voting Contingent Convertible Preferred Stock (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K/A filed on October 17, 2008).



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<b>Exhibit No.</b>	<b>Description</b>
<b>*4.15</b>	Form of Series C Warrant to Purchase Shares of Non-Voting Contingent Convertible Preferred Stock (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K/A filed on October 17, 2008).
<b>*4.16</b>	Registration Rights Agreement, dated as of October 17, 2008, between The Hartford and Allianz SE (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K/A filed on October 17, 2008).
<b>*4.17</b>	Deposit Agreement, dated as of March 23, 2010, among The Hartford Financial Services Group, Inc., The Bank of New York Mellon, as Depository, and holders from time to time of the Receipt issued thereunder (including form of Depository Receipt) (incorporated herein by reference to (incorporated by reference to Exhibit 4.6 to The Hartford's Current Report on Form 8-K, filed March 23, 2010). Warrant to Purchase Shares of Common Stock of The Hartford Financial Services Group, Inc., dated June 26, 2009 (incorporated herein by reference to Exhibit 4.01 to The Hartford's Current Report on Form 8-K, filed June 26, 2009).
<b>*10.01</b>	Form of Depository Receipt for the Depository Shares (included as Exhibit A to Exhibit 4.17) (incorporated herein by reference to Exhibit 4.7 to The Hartford's Current Report on Form 8-K, filed on March 9, 2010).
<b>*10.02</b>	Letter Agreement, dated as of March 13, 2010, by and between The Hartford Financial Services Group, Inc., Allianz SE (including letter of Allianz SE of March 12, 2010 attached thereto) (incorporated herein by reference to Exhibit 10.1 to The Hartford's Current Report on Form 8-K, filed March 16, 2010).
<b>*10.03</b>	Repurchase Letter Agreement, dated as of March 31, 2010, between The Hartford Financial Services Group, Inc. and the United States Department of Treasury (incorporated herein by reference to Exhibit 99.1 to The Hartford's Current Report on Form 8-K, filed on March 31, 2010).
<b>*10.04</b>	Letter Agreement, dated as of June 9, 2009, by and between The Hartford Financial Services Group, Inc., Allianz SE and Allianz Finance II Luxembourg S.a.r.l. (incorporated herein by reference to Exhibit 10.01 to The Hartford's Current Report on Form 8-K, filed June 12, 2009).
<b>*10.05</b>	Letter Agreement including the Securities Purchase Agreement-Standard Terms incorporated therein, between The Hartford Financial Services Group, Inc. and The United States Department of Treasury, dated June 26, 2009 (incorporated herein by reference to Exhibit 10.01 to The Hartford's Current Report on Form 8-K, filed June 26, 2009).
<b>*10.06</b>	Letter Agreement between The Hartford Financial Services Group, Inc. and The United States Department of the Treasury, dated June 26, 2009 (incorporated herein by reference to Exhibit 10.02 to The Hartford's Current Report on Form 8-K, filed June 26, 2009).
<b>*10.07</b>	The Hartford Senior Executive Officer Severance Pay Plan.
<b>*10.08</b>	Amended and Restated The Hartford Senior Executive Severance Pay Plan, amended effective February 22, 2011.

- \*10.09** 2010 Incentive Stock Plan, amended effective January 27, 2011.
- \*10.10** The Hartford 2010 Incentive Stock Plan Administrative Rules Related to Awards for Key Employees, amended effective December 15, 2010.
- \*10.11** The Hartford 2010 Incentive Stock Plan Administrative Rules Related to Awards for Non-Employee Directors, amended December 15, 2010.
- \*10.12** The Hartford 2010 Incentive Stock Plan Forms of Individual Award Agreements.
- \*10.13** Summary of Annual Executive Bonus Program (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed on May 25, 2010).
- \*10.14** Loss on Sale Reimbursement Payback Agreement between the Company and Gregory McGreevey dated July 22, 2010 (incorporated by reference to Exhibit 10.06 of The Hartford's Quarterly Report on Form 10-Q for the second quarter ended June 30, 2010).
- \*10.15** The Hartford 2005 Incentive Stock Plan, as amended (incorporated by reference to Exhibit 10.10 of The Hartford's Annual Report on Form 10-K for the fiscal year ended 2009).
- \*10.16** Employment Agreement between The Hartford and Christopher J. Swift dated February 14, 2010 (incorporated by reference to Exhibit 10.16 of The Hartford's Annual Report on Form 10-K for the fiscal year ended 2009).
- \*10.17** The Hartford Deferred Stock Unit Plan, as amended on October 22, 2009 (incorporated by reference to Exhibit 10.02 to The Hartford's Current Report on Form 8-K, filed October 22, 2009).
- \*10.18** Form of Award Letters for Deferred Unit and Restricted Units under The Hartford's Deferred Stock Unit Plan (incorporated by reference to Exhibit 10.03 to The Hartford's Quarterly Report on Form 10-Q for the third quarter ended September 30, 2009).
- \*10.19** Letter Agreement between The Hartford Financial Services Group, Inc. and Liam E McGee, dated September 23, 2009 (incorporated herein by reference to Exhibit 10.01 to The Hartford Current Report on Form 8-K, filed September 30, 2009).
- \*10.20** Form of Key Executive Employment Protection Agreement between The Hartford and certain executive officers of The Hartford, as amended (incorporated herein by reference to Exhibit 10.06 to The Hartford's Annual Report on Form 10-K for the fiscal year ended December 31, 2008).

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<b>Exhibit No.</b>	<b>Description</b>
<b>*10.21</b>	The Hartford 2005 Incentive Stock Plan Forms of Individual Award Agreements (incorporated herein by reference to Exhibit 10.2 to The Hartford's Current Report on Form 8-K, filed May 24, 2005).
<b>*10.22</b>	The Hartford Incentive Stock Plan, as amended (incorporated herein by reference to Exhibit 10.09 to The Hartford's Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
<b>*10.23</b>	The Hartford Deferred Restricted Stock Unit Plan, as amended (incorporated herein by reference to Exhibit 10.12 to The Hartford's Annual Report on Form 10-K for the fiscal year ended December 31, 2005).
<b>*10.24</b>	The Hartford Deferred Compensation Plan, as amended (incorporated herein by reference to Exhibit 10.12 to The Hartford's Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
<b>*10.25</b>	The Hartford Planco Non-Employee Option Plan, as amended (incorporated herein by reference to Exhibit 10.19 to The Hartford's Annual Report on Form 10-K for the fiscal year ended December 31, 2002).
<b>*10.26</b>	The Hartford Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.01 of The Hartford's Quarterly Report on Form 10-Q for the third quarter ended September 30, 2009).
<b>*10.27</b>	The Hartford Investment and Savings Plan, amended effective January 1, 2011.
<b>*10.28</b>	Employment Agreement and amendment thereto dated November 14, 2008, between the Company and John C. Walters (incorporated herein by reference to Exhibit 10.1 to The Hartford's Current Report on Form 8-K, filed November 14, 2008).
<b>*10.29</b>	Amended and Restated Five-Year Competitive Advance and Revolving Credit Facility, dated August 9, 2007, among The Hartford and the syndicate of lenders named therein, including Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A. and Citibank, N.A., as syndication agents, and Wachovia Bank, N.A., as documentation agent, as amended (incorporated herein by reference to Exhibit 10.1 to The Hartford's Current Report on Form 8-K, filed August 10, 2007; Exhibit 10.1 to The Hartford's Current Report on Form 8-K, filed July 14, 2008; and Exhibit 10.1 to The Hartford's Current Report on Form 8-K, filed December 18, 2008).
<b>*10.30</b>	Form of Order of the Securities and Exchange Commission dated November 8, 2006 (incorporated herein by reference to Exhibit 10.26 to The Hartford's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).
<b>*10.31</b>	Put Option Agreement, dated February 12, 2007, among The Hartford, Glen Meadow ABC Trust and LaSalle Bank, N.A. (incorporated herein by reference to Exhibit 10.1 to The Hartford's Current Report on Form 8-K, filed February 16, 2007).
<b>*10.32</b>	Investment Agreement, dated as of October 17, 2008 between The Hartford and Allianz SE (incorporated herein by reference to Exhibit 10.1 to The Hartford's Current Report on Form 8-K, filed October 17, 2008).

<b>*12.01</b>	Statement Re: Computation of Ratio of Earnings to Fixed Charges.
<b>*21.01</b>	Subsidiaries of The Hartford Financial Services Group, Inc.
<b>*23.01</b>	Consent of Deloitte & Touche LLP to the incorporation by reference into The Hartford's Registration Statements on Form S-8 and Form S-3 of the report of Deloitte & Touche LLP contained in this Form 10-K regarding the audited financial statements is filed herewith.
<b>*24.01</b>	Power of Attorney.
<b>*31.01</b>	Certification of Liam E. McGee pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<b>*31.02</b>	Certification of Christopher J. Swift pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<b>*32.01</b>	Certification of Liam E. McGee pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
<b>*32.02</b>	Certification of Christopher J. Swift pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
<b>*99.01</b>	Certification of Liam E. McGee pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008, as Amended by the American Recovery and Reinvestment Act of 2009.
<b>*99.02</b>	Certification of Christopher J. Swift pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008, as Amended by the American Recovery and Reinvestment Act of 2009.
<b>101.INS</b>	XBRL Instance Document [1]
<b>101.SCH</b>	XBRL Taxonomy Extension Schema
<b>101.CAL</b>	XBRL Taxonomy Extension Calculation Linkbase
<b>101.DEF</b>	XBRL Taxonomy Extension Definition Linkbase
<b>101.LAB</b>	XBRL Taxonomy Extension Label Linkbase
<b>101.PRE</b>	XBRL Taxonomy Extension Presentation Linkbase

\* Filed with our Form 10-K as filed on February 25, 2011.

[1] Includes the following materials contained in this Annual Report on Form 10-K for the fiscal year ended December 31, 2010 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Changes in Equity, (iv) the Consolidated Statements of Comprehensive Income (Loss), (v) the Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements.