

MCGEE LIAM E
Form 4
May 10, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
MCGEE LIAM E

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)
Chairman, President and CEO

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/06/2011		M		12,466.441	A	12,466.441
Common Stock	05/06/2011		D		12,466.441	D	\$ 28.58
Restricted Stock Unit							202,343.798

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
Stock Option	\$ 28.91					(2) 03/01/2021	Common Stock
Restricted Units	(3)					(3) 02/25/2013(3)	Common Stock (3)
Deferred Units	(1)					(4) 02/25/2013(4)	Common Stock (4)
Deferred Units	\$ 28.58	05/06/2011		M	12,466.441	(5) 05/03/2013(5)	Common Stock (5)
Deferred Units	(6)					(6) 08/06/2013(6)	Common Stock (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGEE LIAM E THE HARTFORD FINANCIAL SERVICES GROUP ONE HARTFORD PLAZA HARTFORD, CT 06155	X		Chairman, President and CEO	

Signatures

/s/ Donald C. Hunt, POA for Laura A. Santirocco, POA for Liam E. McGee by Power of Attorney of Liam E. McGee dated February 18, 2010 05/06/2011

__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) Each deferred unit is the economic equivalent of one share of the Company's common stock. On May 6, 2011, 12,466.441 of the reporting person's deferred units were settled for cash.
- (2)

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One third of the option will become exercisable on March 1, 2012, an additional one third of the option will become exercisable on March 1, 2013 and the remaining one-third of the option will become exercisable on March 1, 2014, the third anniversary of the grant date.

- (3) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days, after February 25, 2013 (the "Valuation Date"). The cash settlement payable per unit shall be equal the closing stock price per share of the company's common stock on the Valuation Date as reported on the New York Stock Exchange.

- (4) One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second and third anniversaries of the grant date (February 25, 2010) based on the company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

- (5) One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second and third anniversaries of the grant date (May 3, 2010) based on the company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

- (6) One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second and third anniversaries of the grant date (August 6, 2010) based on the company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

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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