

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 February 17, 2006

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 *
 MARRA THOMAS M

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)
 02/15/2006

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

THE HARTFORD FINANCIAL SERVICES GROUP, 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 06115

(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) | 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 | | |
| Restricted Stock Units | 02/15/2006 | | A | | 12,690.763 | A | \$ 83 26,889.736 D |
| Restricted Stock | | | | | 15,200 | | D |
| Common Stock | | | | | 89,307 | | D |

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

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SEC 1474
(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 Number Shares |
| Stock Option | \$ 56.375 | | | | | <u>(1)</u> | 07/21/2010 | Common Stock | 46,500 |
| Stock Option | \$ 47.642 | | | | | <u>(2)</u> | 02/21/2008 | Common Stock | 25,000 |
| Stock Option | \$ 44.5221 | | | | | <u>(3)</u> | 10/14/2008 | Common Stock | 63,750 |
| Stock Option | \$ 59.0917 | | | | | <u>(4)</u> | 02/18/2009 | Common Stock | 68,125 |
| Stock Option | \$ 62.07 | | | | | <u>(5)</u> | 02/23/2011 | Common Stock | 145,375 |
| Stock Option | \$ 65.85 | | | | | <u>(6)</u> | 02/23/2012 | Common Stock | 138,875 |
| Stock Option | \$ 37.37 | | | | | <u>(7)</u> | 02/22/2013 | Common Stock | 118,500 |
| Stock Option | \$ 65.99 | | | | | <u>(8)</u> | 02/20/2014 | Common Stock | 63,750 |
| Stock Option | \$ 71.27 | | | | | <u>(9)</u> | 02/19/2015 | Common Stock | 43,375 |
| Stock Option | \$ 83 | 02/15/2006 | | A | 37,789 | <u>(10)</u> | 02/15/2016 | Common Stock | 37,789 |
| Performance Shares | \$ 83 | 02/15/2006 | | A | 74,926 | <u>(11)</u> | <u>(11)</u> | Common Stock | 74,926 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARRA THOMAS M
 THE HARTFORD FINANCIAL SERVICES GROUP X Executive Vice President
 HARTFORD PLAZA
 HARTFORD, CT 06115

Signatures

/s/ Amanda Grabowski Aquino, POA for Thomas M. Marra by Power of Attorney of Thomas M. Marra dated February 19, 2004 02/17/2006

__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) On July 19, 2000, Mr. Marra was granted an option to purchase shares of common stock. The option cumulatively vests in four equal installments, subject to the Issuer's satisfaction of certain performance criteria each year. The performance criteria for 2000, 2001 and 2002 were met, resulting in vesting of the option as to 46,500 shares, which became exercisable as of March 1, 2004.
- (2) The option became fully exercisable as of May 20, 1999, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (3) The option became fully exercisable as of March 26, 1999, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (4) The option became fully exercisable as of June 9, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (5) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (6) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (7) The option became fully exercisable as of June 18, 2003, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (8) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.
- (9) The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008 (three years from the grant date).
- (10) 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 15, 2009, three years from the date of the grant.
- (11) On February 15, 2006, the Company's Compensation and Personnel Committee determined to award a performance share payout, based on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2003 - December 31, 2005 performance period. The performance share payout will be paid in cash at the end of the Company's next payroll period.

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