

Walters John Clinton  
Form 4  
February 27, 2009

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

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2009

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Restricted Stock Units					19,060.165	D	
Restricted Stock					8,000	D	
Common Stock					22,078	D	

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Underlying (Instr. 3 and 4)
				Code V	(A)	(D)	Title
Stock Options	\$ 65.99					(1) 02/20/2014	Common Stock
Stock Options	\$ 71.27					(2) 02/19/2015	Common Stock
Stock Options	\$ 83					(3) 02/15/2016	Common Stock
Stock Options	\$ 93.69					(4) 02/27/2017	Common Stock
Stock Options	\$ 92.69					(5) 07/30/2017	Common Stock
Stock Options	\$ 74.88					(6) 02/26/2018	Common Stock
Stock Options	\$ 7.04	02/25/2009		A	179,538	(7) 02/25/2019	Common Stock
Restricted Units	(8)	02/25/2009		A	84,384.858	02/25/2012(8) 02/25/2012(8)	Common Stock (8)

## Reporting Owners

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

## Signatures

/s/ Donald C. Hunt, POA for John C. Walters by Power of Attorney of John C. Walters dated July 26, 2007 02/27/2009

\_\_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) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.
  - (2) The option became fully exercisable on February 17, 2008, the third anniversary of the grant date.
  - (3) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.
  - (4) One-third of the option became exercisable on February 27, 2008, an additional one-third of the option became exercisable on 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.
  - (5) One-third of the option became exercisable on July 30, 2008, an additional one-third of the option will become exercisable on July 30, 2009, and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of the grant date.
- 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 26, 2011, three years from the date of the grant.
- (6) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 26, 2011, three years from the date of the grant.
- 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 25, 2012, three years from the date of the grant.
- (7) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 25, 2012, three years from the date of the grant.
  - (8) Each restricted unit will be settled in cash on the expiration date for an amount equal to the company's closing stock price on the New York Stock Exchange on the expiration date.

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.