

Zlatkus Lizabeth H
 Form 4
 March 01, 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 *
 Zlatkus Lizabeth H

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)
 02/25/2011

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

THE HARTFORD FINANCIAL SERVICES GROUP -, ONE 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 06155
 (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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Restricted Stock Units					40,139.731	D	
Restricted Stock					4,600	D	
Common Stock	02/25/2011		F(1)	4,193 D \$ 29.42	22,763.673	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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 65.99					<u>(2)</u>	02/20/2014	Common Stock	13,655
Stock Options	\$ 71.27					<u>(3)</u>	02/19/2015	Common Stock	8,923
Stock Options	\$ 83					<u>(4)</u>	02/15/2016	Common Stock	14,689
Stock Options	\$ 93.69					<u>(5)</u>	02/27/2017	Common Stock	15,791
Stock Options	\$ 92.69					<u>(6)</u>	07/30/2017	Common Stock	3,538
Stock Options	\$ 74.88					<u>(7)</u>	02/26/2018	Common Stock	38,240
Stock Options	\$ 7.04					<u>(8)</u>	02/25/2019	Common Stock	179,538
Restricted Units	<u>(9)</u>					<u>(9)</u>	02/25/2012 ⁽⁹⁾	Common Stock ⁽⁹⁾	64,800.77 ⁽⁹⁾
Restricted Units	<u>(10)</u>					<u>(10)</u>	11/05/2012 ⁽¹⁰⁾	Common Stock ⁽¹⁰⁾	19,473.14 ⁽¹⁰⁾
Restricted Units	<u>(11)</u>					<u>(11)</u>	02/25/2013 ⁽¹¹⁾	Common Stock ⁽¹¹⁾	44,725.43 ⁽¹¹⁾
Deferred Units	<u>(12)</u>					<u>(12)</u>	11/05/2011 ⁽¹²⁾	Common Stock ⁽¹²⁾	6,104.30 ⁽¹²⁾
Deferred Units	<u>(13)</u>					<u>(13)</u>	02/25/2012 ⁽¹³⁾	Common Stock ⁽¹³⁾	12,110.07 ⁽¹³⁾
Deferred Units	<u>(14)</u>					<u>(14)</u>	05/03/2013 ⁽¹⁴⁾	Common Stock ⁽¹⁴⁾	10,152.87 ⁽¹⁴⁾

Deferred Units	(15)	(15)	08/06/2013(15)	Common Stock (15)	4,353.93 (15)
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Reporting Owners

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

Signatures

s/ Donald C. Hunt, POA for Laura A. Santirocco, POA for Lizabeth H. Zlatkus by Power of Attorney of Lizabeth H. Zlatkus dated February 18, 2010 03/01/2011

__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) Transaction involving a disposition to the Company of equity securities in satisfaction of tax withholding obligations in connection with the vesting of Restricted Stock Units.
 - (2) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
 - (3) The option became fully exercisable as of February 17, 2008, the third anniversary of the grant date.
 - (4) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.
 - (5) The option became fully exercisable on February 27, 2010, the third anniversary of the grant date.
 - (6) The option became fully exercisable on July 30, 2010, the third anniversary of the grant date.
 - (7) The option became fully exercisable on February 26, 2011, 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 25, 2012, three years from the date of the grant. The pricing condition was met on April 22, 2009.
- (9) Each restricted unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange.
- Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after November 5, 2012 (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.
- (11) 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.
- Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (November 5, 2009) for an amount equal to the company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.
- (13) Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (February 25, 2010) for an amount equal to the company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.
 - (14) One-third of the deferred unit award will be settled in cash as soon as practicable after, 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

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Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

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 **(15)** 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. 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.