

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 March 06, 2006

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

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2006

HARTFORD, CT 06115
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Restricted Stock Units | | | | | 4,717.3203 | D | |
| Restricted Stock | | | | | 6,667 | D | |
| Common Stock | 03/04/2006 | | F(1) | 1,382 D \$ 82.03 | 9,287 | 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)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V | (A) | (D) | | |
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 56.375 | | | | | <u>(2)</u> | 07/21/2010 | Common Stock | 4,650 |
| Stock Option | \$ 62.07 | | | | | <u>(3)</u> | 02/23/2011 | Common Stock | 9,612 |
| Stock Option | \$ 65.85 | | | | | <u>(4)</u> | 02/23/2012 | Common Stock | 11,219 |
| Stock Option | \$ 37.37 | | | | | <u>(5)</u> | 02/22/2013 | Common Stock | 19,052 |
| Stock Option | \$ 65.99 | | | | | <u>(6)</u> | 02/22/2014 | Common Stock | 11,379 |
| Stock Option | \$ 71.27 | | | | | <u>(7)</u> | 02/19/2015 | Common Stock | 7,656 |
| Stock Option | \$ 83 | | | | | <u>(8)</u> | 02/15/2016 | Common Stock | 6,577 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DE RAISMES ANN M
THE HARTFORD FINANCIAL SERVICES GROUP
HARTFORD PLAZA
HARTFORD, CT 06115

Executive Vice President

Signatures

/s/ Amanda Grabowski Aquino, POA for Ann M. de Raismes by Power of Attorney of Ann M. de Raismes dated February 19, 2004

03/06/2006

__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) Transaction involving a disposition to the Company of equity securities to satisfy tax withholding obligations in connection with the vesting of restricted stock.

On July 19, 2000, the reporting person was granted an option to purchase 6,200 shares of common stock. The option vests in four annual installments, commencing December 31, 2000, subject to the satisfaction of certain performance criteria each year, as determined by the Issuer's compensation committee. The performance criteria in each of 2000, 2001 and 2002 were met, resulting in vesting of the option as to 4,650 shares.
- (2) The option became fully exercisable as of February 21, 2004, the third anniversary of the grant date.
- (3) The option became fully exercisable as of February 21, 2005, the third anniversary of the grant date.
- (4) The option became fully exercisable as of February 20, 2006, the third anniversary of the grant date.
- (5) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option became 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.

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 or (ii) February 17, 2008 (three years from the grant date).
- (6) 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.
- (7)
- (8)

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.