

Levenson David N
Form 4
May 10, 2012

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 *
Levenson David N

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)

ONE HARTFORD PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2012

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

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	05/08/2012		M	514.449 A \$ 19.93	1,056.475	D	
Common Stock	05/08/2012		D	514.449 D	542.026	D	
Restricted Stock					3,467	D	
Restricted Stock Unit					64,406.627	D	

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

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(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 of Shares
Stock Option	\$ 65.99					<u>(2)</u>	02/20/2014	Common Stock	2,460
Stock Option	\$ 7.04					<u>(3)</u>	02/25/2019	Common Stock	9,130
Stock Option	\$ 28.91					<u>(4)</u>	03/01/2021	Common Stock	78,990
Stock Option	\$ 20.63					<u>(5)</u>	02/28/2022	Common Stock	121,400
Restricted Units	<u>(6)</u>					<u>(6)</u>	11/05/2012	Common Stock	9,312.3
Restricted Units	<u>(6)</u>					<u>(6)</u>	02/25/2013	Common Stock	20,200
Deferred Units	<u>(1)</u>	05/08/2012		M	514.449	<u>(7)</u>	05/03/2013	Common Stock	514.449
Deferred Units	<u>(8)</u>					<u>(8)</u>	08/06/2013	Common Stock	445.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levenson David N ONE HARTFORD PLAZA HARTFORD, CT 06155			Executive Vice President	

Signatures

/s/ Donald C. Hunt by POA for David N. Levenson dated February 6, 2012.

05/10/2012

__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 equivalent of one share of the Company's common stock. On May 8, 2012, 514,449 of the reporting person's deferred units were settled for cash based upon the Company's closing stock price on the New York Stock Exchange on May 3, 2012.
 - (2) All options became exercisable as of February 18, 2007.
 - (3) All options became exercisable on February 25, 2012.
 - (4) One third of the options became exercisable on March 1, 2012, an additional one third of the options will become exercisable on March 1, 2013, and the remaining one-third of the options will become exercisable on March 1, 2014, the third anniversary of the grant date.
One third of the options will become exercisable on February 28, 2013, an additional one third of the options will become exercisable on February 28, 2014, and the remaining one-third of the options will become exercisable on February 28, 2015, the third anniversary of the grant date.
 - (5) Each restricted unit will vest on the expiration date and be settled in cash as soon as practicable, and in any event within 90 days, after the expiration date for an amount equal to the closing stock price per share of the Company's common stock on the expiration date as reported on the New York Stock Exchange.
 - (6) One-third of the deferred unit award settles 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 (5/03/2010) 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.
 - (7) One-third of the deferred unit award settles 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 (8/06/2010) 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.
 - (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.