

WEBSTER FINANCIAL CORP

Form 5

February 11, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BROWN JEFFREY N

(Last) (First) (Middle)

WEBSTER PLAZA

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**WEBSTER FINANCIAL CORP
[WBS]**3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20044. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Vice President, Mktg

6. Individual or Joint/Group Reporting

(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)	(A) or Amount (D) Price			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	Â	7,353	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	Â	1,290	I	ESOP
Common Stock	Â	Â	Â	Â	Â	Â	Â	1,167 ⁽¹⁾	I	401(k) plan

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

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SEC 2270
(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. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Options (Right to buy)	\$ 49.62	Â	Â	Â	Â	Â	12/20/2005	12/20/2014	Common Stock		6,749
Stock Option	\$ 14	Â	Â	Â	Â	Â	01/22/1999	01/22/2006	Common Stock		6,000
Stock Option	\$ 19.0938	Â	Â	Â	Â	Â	12/23/1999	12/23/2006	Common Stock		5,600
Stock Option	\$ 22.81	Â	Â	Â	Â	Â	10/23/2003	10/23/2010	Common Stock		5,825
Stock Option	\$ 24.625	Â	Â	Â	Â	Â	12/07/2002	12/17/2009	Common Stock		3,900
Stock Option	\$ 26.5	Â	Â	Â	Â	Â	12/17/2001	12/17/2008	Common Stock		6,450
Stock Option	\$ 29.84	Â	Â	Â	Â	Â	12/17/2004	12/17/2011	Common Stock		5,825
Stock Option	\$ 31.75	Â	Â	Â	Â	Â	12/15/2000	12/15/2007	Common Stock		10,000
Stock Option	\$ 34.6	Â	Â	Â	Â	Â	12/16/2003	12/16/2012	Common Stock		7,677
Stock Option	\$ 45.55	Â	Â	Â	Â	Â	12/15/2004	12/15/2013	Common Stock		6,972

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN JEFFREY N WEBSTER PLAZA	Â	Â	Â Executive Vice President,	Â

WATERBURY, CT 06702

Mktg

Signatures

Renee P. Seefried, by Power
of Atty.

02/11/2005

_____*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) Between January 1, 2004 and December 31, 2004, the reporting person acquired 105 shares of Webster common stock under the Webster 401(k) plan.
- (2) 4 yr. incremental vesting - 25% vests each year for 4 years

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