

AYER RAMANI
Form 5
February 13, 2006

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
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1. Name and Address of Reporting Person *
AYER RAMANI

(Last) (First) (Middle)

THE HARTFORD FINANCIAL
SERVICES GROUP,Â HARTFORD
PLAZA

(Street)

HARTFORD,Â CTÂ 06115

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

4. 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)
Chairman, President and CEO

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)			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)
				Amount	(A) or (D)	Price			
Restricted Stock Units	Â	Â	Â	Â	Â	Â	26,031.4504	D	Â
Restricted Stock	Â	Â	Â	Â	Â	Â	35,300	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	16,900	I ⁽¹⁾	By Limited Liability

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									Company
Common Stock	11/27/2005	Â	G	11,300	D	\$ 87.95	184,493	D	Â

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

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SEC 2270
(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)		8. Amount or Number of Shares (Instr. 5)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 44.47	Â	Â	Â	Â	Â	Â <u>(2)</u>	12/17/2007	Common Stock	169,470	
Stock Option	\$ 46.315	Â	Â	Â	Â	Â	Â <u>(3)</u>	02/21/2008	Common Stock	112,140	
Stock Option	\$ 45.5	Â	Â	Â	Â	Â	Â <u>(5)</u>	10/14/2008	Common Stock	114,021	
Stock Option	\$ 51	Â	Â	Â	Â	Â	Â <u>(6)</u>	02/18/2009	Common Stock	165,675	
Stock Option	\$ 34	Â	Â	Â	Â	Â	Â <u>(7)</u>	02/18/2010	Common Stock	408,497	
Stock Option	\$ 62.07	Â	Â	Â	Â	Â	Â <u>(8)</u>	02/23/2011	Common Stock	222,046	
Stock Option	\$ 65.85	Â	Â	Â	Â	Â	Â <u>(9)</u>	02/23/2012	Common Stock	201,556	
Stock Option	\$ 37.37	Â	Â	Â	Â	Â	Â <u>(10)</u>	02/22/2013	Common Stock	171,465	
Stock Option	\$ 65.99	Â	Â	Â	Â	Â	Â <u>(11)</u>	02/20/2014	Common Stock	96,723	
Stock Option	\$ 71.27	Â	Â	Â	Â	Â	Â <u>(12)</u>	02/19/2015	Common Stock	79,454	
Stock Option	\$ 36.125	Â	Â	Â	Â	Â	Â <u>(13)</u>	01/24/2007	Common Stock	740	

Stock Option	\$ 46.315	Â	Â	Â	Â	Â	Â	Â	Â	(3)	02/21/2008	Common Stock	41,227
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Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
AYER RAMANI THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115	Â X	Â	Â	Chairman, President and CEO	Â

Signatures

/s/ Amanda Grabowski Aquino
Amanda Grabowski Aquino, POA for
Ramani Ayer, by Power of Attorney of
Ramani Ayer dated February 19, 2004

02/13/2006

__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) Shares of Common Stock held by a Limited Liability Company of which Mr. Ayer and his spouse are the co-managing members.
The option became fully exercisable on March 1, 2001, following the achievement of the following criteria: prior to March 1, 2001, the closing price of the Company's Common Stock on the New York Stock Exchange reached (i) \$61.50 for 10 or more consecutive trading days, (ii) \$63.00 for 10 or more consecutive trading days, and (iii) \$65.00 for 10 or more consecutive trading days.
 - (2) The option became fully exercisable on February 19, 2001, the third anniversary of the grant date.
 - (3) Option held by a Grantor Retained Annuity Trust of which Mr. Ayer is a Trustee.
 - (4) The option became fully exercisable as of April 15, 1999, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (5) The option became fully exercisable as of August 16, 2000, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (6) The option became fully exercisable as of April 11, 2000, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (7) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (8) The option becomes fully exercisable upon the earlier of (i) February 21, 2009 (seven years from the grant date) and (ii) the closing price of the Company's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
 - (9) The option became fully exercisable on June 18, 2003, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (10) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become 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.
 - (11) 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 and (ii) February 17, 2008 (three years from the grant date).
 - (12)

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(13) The option became fully exercisable on January 24, 2000, the third anniversary of the grant date.

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