

DE RAISMES ANN M
Form 4
March 01, 2006

FORM 4

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).

**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

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(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)

(Last) (First) (Middle)

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

02/28/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

THE HARTFORD FINANCIAL
SERVICES GROUP, HARTFORD
PLAZA

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HARTFORD, CT 06115

(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 Beneficial Ownership (Instr. 4)
Restricted Stock Units				(A) or (D)			
			Code V Amount	Price			
Restricted Stock					4,717.3203	D	
Common Stock	02/28/2006		M	12,042 A	\$ 83 19,378	D	
Common Stock	02/28/2006		D ⁽¹⁾	12,042 D	\$ 83 7,336	D	

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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 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	11,211
Stock Option	\$ 37.37							<u>(5)</u>	02/22/2013	Common Stock	19,051
Stock Option	\$ 65.99							<u>(6)</u>	02/22/2014	Common Stock	11,371
Stock Option	\$ 71.27							<u>(7)</u>	02/19/2015	Common Stock	7,650
Stock Option	\$ 83							<u>(8)</u>	02/15/2016	Common Stock	6,571
Performance Shares	\$ 83	02/28/2006		M		12,042		<u>(9)</u>	<u>(9)</u>	Common Stock	12,042

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

03/01/2006

____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) Disposition to the issuer pursuant to Rule 16b-3.

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

(2) 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.

(3) The option became fully exercisable as of February 21, 2004, the third anniversary of the grant date.

(4) The option became fully exercisable as of February 21, 2005, the third anniversary of the grant date.

(5) The option became fully exercisable as of February 20, 2006, the third anniversary of the grant date.

(6) 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

(7) 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).

The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange

(8) 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.

On February 15, 2006, the Company's Compensation and Personnel Committee determined to award a performance share payout, based

(9) on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2003 - December 31, 2005 performance period. The performance share payout was paid in cash on February 28, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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