

MCCARTHY JOHN FRANCIS

Form 5/A

January 16, 2003

1. Name and Address of Reporting Person  
 McCarthy, John F.  
 Webster Plaza  
 Waterbury, CT 06702-
2. Issuer Name and Ticker or Trading Symbol  
 Webster Financial Corporation (WBS)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 4/2002 R1
5. If Amendment, Date of Original (Month/Day/Year)  
 12/31/2001
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)
7. 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	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amou Secu Bene Owe End Mont	
			Code	V	Amount		A/D
Common Stock	04/25/2002	A	V	445	A	\$0.0000	20787
Common Stock							3816
Common Stock							19706
Common Stock							5218

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.	5.	6.	7.	8.	
Title of Derivative Security	Deriv- ative Security	tion Date (Month/ Day/Year)	tion Code	Disposed (D) (A)   (D)	Number of Derivative Securities Acquired (A) Date Exer- cisable (Month/Day/Year)	Date Exer- cisable (Month/Day/Year)	Title and Amount of Underlying Securities Amount or Number of Shares	8
Stock Options	\$21.875					04/27/2010	Common	

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(Right to buy)																	Stock
Stock Option	\$10.8214							11/21/2004	Common								Stock
Stock Option	\$18.0804							06/23/2007	Common								Stock
Stock Option	\$30.6							04/26/2011	Common								Stock
Stock Option	\$38.54	04/25/2002 A	V	4000		04/25/2002	04/25/2012		Common	4000	\$						Stock

Explanation of Responses:

SIGNATURE OF REPORTING PERSON

/s/ Renee P. Seefried by Power of Atty.

DATE

01/16/2003