

Crecca Michelle M
 Form 4
 April 15, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
 Crecca Michelle M

2. Issuer Name and Ticker or Trading Symbol
 WEBSTER FINANCIAL CORP
 [WBS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O WEBSTER FINANCIAL
 CORP, 145 BANK STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/14/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-Marketing

WATERBURY, CT 06702

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/14/2011		A	58 ⁽¹⁾	\$ 21.23	32,167	D
Common Stock	04/14/2011		F	26 ⁽²⁾	\$ 21.23	32,141	D

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

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SEC 1474
 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crecca Michelle M C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702			EVP-Marketing	

Signatures

Renee P. Seefried by Power of Attorney
Date: 04/15/2011

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 purchased as part of the Stock in Lieu of Salary Program.
- (2) Shares withheld for taxes as part of the Stock in Lieu of Salary Program.

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.

----- Ronald J. Klosterman Chief Financial Officer and Principal Financial Officer and Principal Accounting Officer Date: September 30, 2003 /s/ Jeffrey T. Bertsch
 ----- Jeffrey T. Bertsch Director Date: September 30, 2003 /s/ Patrick M. Crahan
 ----- Patrick M. Crahan Director Date: September 30, 2003 /s/ Thomas E. Holloran
 ----- Thomas E. Holloran Director Date: September 30, 2003 /s/ Marvin M. Stern
 ----- Marvin M. Stern Director Date: September 30, 2003 /s/ Lynn J. Davis
 ----- Lynn J. Davis Director Date: September 30, 2003 /s/ Eric S. Rangen
 ----- Eric S. Rangen Director Date: September 30, 2003 /s/ Robert E. Deignan
 ----- Robert E. Deignan Director INDEX TO EXHIBITS Exhibit Number Description
 ----- 5 Opinion of Irving C. MacDonald, Esq. 23.1 Consent of Deloitte & Touche LLP 23.2 Consent

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of Irving C. MacDonald, Esq. (included in Exhibit 5) 24 Power of Attorney 99.1 DMI Furniture, Inc. 1993 Long Term Incentive Stock Plan For Employees (incorporated by reference to Exhibit 10(a) of DMI Furniture, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 1999 (No. 000-04173)) 99.2 DMI Furniture, Inc. 1998 Stock Plan For Independent Directors (incorporated by reference to Exhibit 10(b) of DMI Furniture, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 1999 (No. 000-04173)) 99.3 DMI Furniture, Inc. Nonemployee Directors Stock Option Program (incorporated by reference to Exhibit 10(d) of DMI Furniture, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 1999 (No. 000-04173))