Plush Gerald P Form 4 May 14, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Plush Gerald P | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|---|---|--|--|
| | WEBSTER FINANCIAL CORP [WBS] | (Check all applicable) | | |
| (Last) (First) (Middle) C/O WEBSTER FINANCIAL CORP, 145 BANK STREET | 3. Date of Earliest Transaction (Month/Day/Year) 05/13/2010 | Director 10% Owner Selfont of the control of th | | |
| (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 | | |
| WATERRIDY CT 06702 | | Form filed by More than One Reporting | | |

WATERBURY, CT 06702

| (City) | (State) | Table | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|---|--|------------|------------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | (Instr. 3, | ispose 4 and (A) or | d of (D) 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) |
| Common Stock | 05/13/2010 | | Code V A | Amount 499 | (D) | Price \$ 21.49 | 42,137 | D | |
| Common Stock | 05/13/2010 | | F | 207 | D | \$ 21.49 | 41,930 | D | |
| Common Stock | | | | | | | 1,354 | I | By ESPP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474

(9-02)

Person

Edgar Filing: Plush Gerald P - Form 4

displays a currently valid OMB control

(Ir

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. Transactic Code (Instr. 8) | 5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and 2. Underlying S (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|--|--|------------------|--------------------|--|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 47.81 | | | | | 07/05/2007(1) | 07/05/2016 | Common Stock | 10,612 |
| Stock Option | \$ 48.88 | | | | | 12/19/2007(1) | 12/19/2016 | Common Stock | 17,340 |
| Stock Option | \$ 32.03 | | | | | 12/18/2008(1) | 12/18/2017 | Common Stock | 28,970 |
| Stock Option | \$ 12.85 | | | | | 12/16/2009(1) | 12/16/2018 | Common Stock | 69,391 |

Reporting Owners

| Reporting Owner Name / Address | Keiationsinps | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |

Plush Gerald P C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702

Sr.EVP - Chief Financial Off

Signatures

Renee P. Seefried by Power of Attorney 05/14/2010

**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) 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 is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: Plush Gerald P - Form 4

| a currently valid OMB number. | |
|-------------------------------|--|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |