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Plush Gerald	l P										
Form 4	2010										
October 15, 2	_										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB OMB Number:	PPROVAL 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Filed pursuant to S Section 17(a) of the			F CHAN Section 1	GES IN I SECUR 6(a) of the	BENEFI ITIES e Securit	e Act of 1934,	Expires:January 31 200Estimated average burden hours per response0.				
may cont <i>See</i> Instru 1(b).	inue.			vestment	•	· ·	•		-		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Plush Gerald P			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			3. Date of Earliest Transaction (Month/Day/Year) 10/14/2010					Director 10% Owner X_ Officer (give title Other (specify below) below) Sr.EVP - Chief Financial Off			
				mendment, Date Original Ionth/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 			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	10/14/2010			A	596 <u>(1)</u>		\$ 17.98	45,971	D		
Common Stock	10/14/2010			F	247 <u>(2)</u>	D	\$ 17.98	45,724	D		
Common Stock								1,354	Ι	By ESPP	

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

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information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (Ir
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 47.81					07/05/2007(3)	07/05/2016	Common Stock	10,612	
Stock Option	\$ 48.88					12/19/2007 <u>(3)</u>	12/19/2016	Common Stock	17,340	
Stock Option	\$ 32.03					12/18/2008(3)	12/18/2017	Common Stock	28,970	
Stock Option	\$ 12.85					12/16/2009 <u>(3)</u>	12/16/2018	Common Stock	69,391	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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	10)/15/2010				
**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) Shares purchased as part of the Stock in Lieu of Salary Program.

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- (2) Shares withheld for taxes as part of the Stock in Lieu of Salary Program.
- (3) 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. 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.