SMITH JAMES COPENHAVER

Form 4

February 24, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer SMITH JAMES COPENHAVER Symbol WEBSTER FINANCIAL CORP (Check all applicable) [WBS] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) C/O WEBSTER FINANCIAL 02/22/2012 Chairman & Chief Executive Off CORP, 145 BANK STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

WATERBURY, CT 06702

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. Transactic Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					324,904	D			
Common Stock					184,457	I	By Grantor Retained Annuity Trust		
Common Stock					116,534	I	401(k)/ESOP		
Common Stock					7,997	I	Directly by Spouse		
					5,698	I			

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Common Stock			Directly by Spouse IRA
Common Stock	80,188	I	Trust for Children

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (I	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Option	\$ 34.6						12/16/2003(1)	12/16/2012	Common Stock	62,5
Stock Option	\$ 45.55						12/15/2004(1)	12/15/2013	Common Stock	65,7
Stock Option	\$ 49.62						12/20/2005(1)	12/20/2014	Common Stock	60,7
Stock Option	\$ 47.4						12/20/2006(1)	12/20/2015	Common Stock	47,1
Stock Option	\$ 48.88						12/19/2007(1)	12/19/2016	Common Stock	64,4
Stock Option	\$ 32.03						12/18/2008(1)	12/18/2017	Common Stock	106,
Stock Option	\$ 12.85						12/16/2009(1)	12/16/2018	Common Stock	213,
Stock Option	\$ 23.81	02/22/2012		A	112,371		02/22/2013(2)	02/22/2022	Common Stock	112,
Phantom Stock	(3)						<u>(4)</u>	<u>(4)</u>	Common Stock	141,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

SMITH JAMES COPENHAVER C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702

Chairman & Chief Executive Off

Relationships

Signatures

Renee P. Seefried by Power of Attorney

02/24/2012

**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.
- (2) 3 yr. incremental vesting 33-1/3% vests each year for 3 years.
- (3) Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- (4) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.

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.

Reporting Owners 3