

SMITH JAMES COPENHAVER
 Form 4
 February 24, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 SMITH JAMES COPENHAVER

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & Chief Executive Off

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2012

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of 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⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 141,

