

WEBSTER FINANCIAL CORP  
Form 5  
February 12, 2014

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
SAVAGE JOSEPH J

(Last) (First) (Middle)

C/O WEBSTER FINANCIAL  
CORP, 145 BANK STREET

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 43,928   | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 20,718 <sup>(1)</sup>  | I  | 401(k) Plan                       |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 3,120  | I  | By ESPP                           |

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

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(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 Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Option                               | \$ 49.62   | Â                                    | Â  | Â                              | Â Â   | 12/20/2005 <sup>(2)</sup>                                | 12/20/2014      | Common Stock  | 10,165                     |
| Stock Option                               | \$ 47.4  | Â                                    | Â  | Â                              | Â Â   | 12/20/2006 <sup>(2)</sup>                                | 12/20/2015      | Common Stock  | 8,131                      |
| Stock Option                               | \$ 48.88   | Â                                    | Â  | Â                              | Â Â   | 12/19/2007 <sup>(2)</sup>                                | 12/19/2016      | Common Stock  | 10,079                     |
| Stock Option                               | \$ 32.03   | Â                                    | Â  | Â                              | Â Â   | 12/18/2008 <sup>(2)</sup>                                | 12/18/2017      | Common Stock  | 16,601                     |
| Stock Option                               | \$ 12.85   | Â                                    | Â  | Â                              | Â Â   | 12/16/2009 <sup>(2)</sup>                                | 12/16/2018      | Common Stock  | 34,400                     |
| Stock Option                               | \$ 23.81   | Â                                    | Â  | Â                              | Â Â   | 02/22/2013 <sup>(3)</sup>                                | 02/22/2022      | Common Stock  | 21,335                     |
| Stock Option                               | \$ 23  | Â                                    | Â  | Â                              | Â Â   | 02/20/2014 <sup>(3)</sup>                                | 02/20/2023      | Common Stock  | 23,795                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| SAVAGE JOSEPH J<br>C/O WEBSTER FINANCIAL CORP<br>145 BANK STREET<br>WATERBURY,Â CTÂ 06702 | Â             | Â         | Â President | Â     |

## Signatures

Renee P. Seefried by Power of  
Attorney

02/12/2014

\_\_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) Between January 1, 2013 and December 31, 2013, the reporting person acquired 2,340 shares of Webster Financial Corporation common stock under the Webster 401(k) plan.
- (2) 4 yr. incremental vesting - 25% vests each year for 4 years.
- (3) 3 yr. incremental vesting - 33-1/3% vests each year for 3 years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.