WEBSTER FINANCIAL CORP

Form 4

February 18, 2014

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

OMB Number: 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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

burden hours per response... 0.5

1(b).

(City)

(State)

(Zip)

(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)		
(Last) (First) (COWEBSTER FINANCIAL CORP, 145 BANK STREET		3. Date of Earliest Transaction (Month/Day/Year) 02/14/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)		
(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		
WATERBURY, CT 06702			Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Tuble 1 Non Delivative Securities Required, Disposed of, or Deliciteding 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			Code V	Amount (D) Price	(Instr. 3 and 4) 294,364	D		
Common Stock					24,093	I	By Grantor Retained Annuity Trust	
Common Stock					125,365	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	211,336	I	Trust for Children
Reminder: Report on a separate line for each class of securities ber	neficially owned directly or indirectly.		
	Persons who respond to the c information contained in this f		SEC 1474 (9-02)

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 49.62					12/20/2005(1)	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4					12/20/2006(1)	12/20/2015	Common Stock	47,182
Stock Option	\$ 48.88					12/19/2007(1)	12/19/2016	Common Stock	64,483
Stock Option	\$ 32.03					12/18/2008(1)	12/18/2017	Common Stock	106,199
Stock Option	\$ 12.85					12/16/2009(1)	12/16/2018	Common Stock	213,674
Stock Option	\$ 23.81					02/22/2013(2)	02/22/2022	Common Stock	112,371
Stock Option	\$ 23					02/20/2014(2)	02/20/2023	Common Stock	126,373
Phantom Stock	(3)	02/14/2014		A	370	<u>(4)</u>	<u>(4)</u>	Common Stock	370

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

X

Chairman & Chief Executive Off

Signatures

Renee P. Seefried by Power of Attorney

02/18/2014

**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) 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