

Bombara Beth Ann
Form 4
March 03, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Bombara Beth Ann

2. Issuer Name and Ticker or Trading Symbol
HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2011

____ Director
 Officer (give title below) Sr. Vice Pres. and Controller
____ 10% Owner
____ Other (specify below)

THE HARTFORD FINANCIAL SERVICES GROUP, ONE HARTFORD PLAZA

(Street)

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

HARTFORD, CT 06155

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Restricted Stock Units | 03/01/2011 | | A | A | \$ 4,877.205 | 20,487.1 | D |
| Common Stock | | | | | | 1,683.003 | D |

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

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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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Options | \$ 63.2 | | | | | (1) | 04/28/2014 | Common Stock | 1,4 |
| Stock Options | \$ 28.91 | 03/01/2011 | | A | 13,104 | (2) | 03/01/2021 | Common Stock | 13,1 |
| Restricted Units | (3) | | | | | (3) | 02/25/2012(3) | Common Stock (3) | 8,567 (3) |
| Restricted Units | (4) | | | | | (4) | 02/25/2013(4) | Common Stock (4) | 9,504 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bombara Beth Ann THE HARTFORD FINANCIAL SERVICES GROUP ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Sr. Vice Pres. and Controller | |

Signatures

/s/ Leslie T. Soler, by POA for Laura A. Santirocco, by POA for Beth A. Bombara dated February 18, 2010.

03/03/2011

**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) The options became fully exercisable on April 26, 2007, the third anniversary of the grant date.
- (2) One third of the option will become exercisable on March 1, 2012, an additional one third of the option will become exercisable on March 1, 2013 and the remaining one-third of the option will become exercisable on March 1, 2014, the third anniversary of the grant date.
- (3) Each restricted unit will be settled in cash on the expiration date for an amount equal to the Company's closing stock price on the New York Stock Exchange on the expiration date.

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- One-third of the restricted unit award will be settled in cash on the first, second and third anniversaries of the grant date (February 25, (4) 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Each tranche of the award is subject to a one year holding period from the date of settlement.

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.