

WEBSTER FINANCIAL CORP
 Form 5
 February 13, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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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
 SMITH JAMES COPENHAVER

(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)
 12/31/2007

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)
 Chairman & Chief Executive Off

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 12/27/2007 | ^ | G | 2,500 | D | \$ 0 | 94,976 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 111,000 | I | By Grantor Retained Annuity Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 92,402 ⁽¹⁾ | I | 401(k)/ESOP |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 62,997 | I | Directly by Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,698 | I | Directly by Spouse IRA |
| Common Stock | Â | Â | Â | Â | Â | Â | 9,546 | I | Custody 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 2270
(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 | \$ 33.75 | Â | Â | Â | Â | Â | 04/30/1998 | 04/30/2008 | Common Stock | 200,000 |
| Stock Option | \$ 33.875 | Â | Â | Â | Â | Â | 06/30/1998 | 06/30/2008 | Common Stock | 200,000 |
| Stock Option | \$ 24.625 | Â | Â | Â | Â | Â | 12/07/2002 | 12/07/2009 | Common Stock | 44,700 |
| Stock Option | \$ 22.81 | Â | Â | Â | Â | Â | 10/23/2003 | 10/23/2010 | Common Stock | 247,920 |
| Stock Option | \$ 29.84 | Â | Â | Â | Â | Â | 12/17/2004 | 12/17/2011 | Common Stock | 61,975 |
| Stock Option | \$ 34.6 | Â | Â | Â | Â | Â | 12/16/2003 ⁽²⁾ | 12/16/2012 | Common Stock | 62,525 |
| Stock Option | \$ 45.55 | Â | Â | Â | Â | Â | 12/15/2004 ⁽²⁾ | 12/15/2013 | Common Stock | 65,728 |
| Stock Option | \$ 49.62 | Â | Â | Â | Â | Â | 12/20/2005 ⁽²⁾ | 12/20/2014 | Common Stock | 60,707 |
| Stock Option | \$ 47.4 | Â | Â | Â | Â | Â | 12/20/2006 ⁽²⁾ | 12/20/2015 | Common Stock | 47,182 |
| | \$ 48.88 | Â | Â | Â | Â | Â | 12/19/2007 ⁽²⁾ | 12/19/2016 | | 64,483 |

