

Swift Christopher
Form 4
March 01, 2012

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 *
Swift Christopher

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)
ONE HARTFORD PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

HARTFORD, CT 06155
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Restricted Stock Units				(A) or (D) Price	58,033.314	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 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	\$ 28.91					<u>(1)</u>	03/01/2021	Common Stock	92,900
Stock Options	\$ 20.63	02/28/2012		A	148,448	<u>(2)</u>	02/28/2022	Common Stock	148,448
Restricted Units	<u>(3)</u>					<u>(3)</u>	05/03/2013	Common Stock	36,867
Deferred Units	<u>(4)</u>					<u>(4)</u>	05/03/2013	Common Stock	2,936
Deferred Units	<u>(5)</u>					<u>(5)</u>	08/06/2013	Common Stock	3,772

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swift Christopher ONE HARTFORD PLAZA HARTFORD, CT 06155			Executive VP and CFO	

Signatures

/s/ Anthony J. Salerno, by Power of Attorney for Christopher J. Swift dated January 31, 2012.

03/01/2012

**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) One-third of the options became exercisable on March 1, 2012, an additional one-third of the options will become exercisable on March 1, 2013 and the remaining one-third of the options will become exercisable on March 1, 2014, the third anniversary of the grant date.
- One-third of the options will become exercisable on February 28, 2013, an additional one-third of the options will become exercisable on February 28, 2014 and the remaining one-third of the options will become exercisable on February 28, 2015, the third anniversary of the grant date.
- (2) The restricted unit award will be settled in cash on the third anniversary of the grant date (May 3, 2010) based on the Company's closing stock price on the New York Stock Exchange on the expiration date.
- (3) One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second and third anniversaries of the grant date (May 3, 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (4)

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One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second
(5) and third anniversaries of the grant date (August 6, 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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