

Edgar Filing: WEBSTER FINANCIAL CORP - Form 4

Common Stock			Directly by Spouse
Common Stock	5,698	I	Directly by Spouse IRA
Common Stock	211,336	I	Trust 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 1474
(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 49.62					12/20/2005 ⁽²⁾	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4					12/20/2006 ⁽²⁾	12/20/2015	Common Stock	47,182
Stock Option	\$ 48.88					12/19/2007 ⁽²⁾	12/19/2016	Common Stock	64,483
Stock Option	\$ 32.03					12/18/2008 ⁽²⁾	12/18/2017	Common Stock	106,199
Stock Option	\$ 12.85					12/16/2009 ⁽²⁾	12/16/2018	Common Stock	213,674
Stock Option	\$ 23.81					02/22/2013 ⁽³⁾	02/22/2022	Common Stock	112,371
Stock Option	\$ 23					02/20/2014 ⁽³⁾	02/20/2023	Common Stock	126,373
Phantom Stock	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	200,916

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 02/21/2014

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 22, 2012.
- (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.
- (4) 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.
- (5) 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.

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