

ZWIENER DAVID K
 Form 4
 March 01, 2007

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 *
 ZWIENER DAVID K

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)

02/27/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Vice President

THE HARTFORD FINANCIAL SERVICES GROUP, 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 06115

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Restricted Stock Units | 02/27/2007 | | A | | 11,740.847 | A | \$ 93.69 |
| Restricted Stock | | | | | | | 10,133 |
| Common Stock | 02/27/2007 | | M ⁽¹⁾ | | 25,000 | A | \$ 62.07 |
| Common Stock | 02/27/2007 | | S ⁽¹⁾ | | 17,500 | D | \$ 94.99 |

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Common Stock 02/27/2007 S⁽¹⁾ 7,500 D \$ 95 105,712 D

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

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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) | | |
| Stock Option | \$ 62.07 | 02/27/2007 | | M ⁽¹⁾ | | | 25,000 | (⁽²⁾) | 02/23/2011 | Common Stock 101,9 |
| Stock Option | \$ 65.85 | | | | | | | (⁽³⁾) | 02/23/2012 | Common Stock 120,9 |
| Stock Option | \$ 65.99 | | | | | | | (⁽⁴⁾) | 02/20/2014 | Common stock 63,7 |
| Stock Option | \$ 71.27 | | | | | | | (⁽⁵⁾) | 02/19/2015 | Common Stock 43,3 |
| Stock Option | \$ 83 | | | | | | | (⁽⁶⁾) | 02/15/2016 | Common Stock 37,7 |
| Stock Option | \$ 93.69 | 02/27/2007 | | A | | | 33,722 | (⁽⁷⁾) | 02/27/2017 | Common Stock 33,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZWIENER DAVID K THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115 | X | | Executive Vice President | |

Signatures

/s/ Amanda Grabowski Aquino, POA for David K. Zwiener by Power of Attorney of David K. Zwiener dated February 19, 2004

03/01/2007

__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) Transaction effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (3) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (4) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008, three years from the grant date. The closing price condition to vesting was met on May 16, 2006.
- (5) The option becomes fully exercisable upon the later of: (i) the date on which the Issuer's closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 15, 2009, three years from the date of the grant.
- (6) The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 27, 2010, three years from the date of the grant.
- (7) The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 27, 2010, three years from the date of the grant.

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.