

WEBSTER FINANCIAL CORP  
 Form 5  
 February 13, 2008

# FORM 5

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

OMB APPROVAL

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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 \*  
**BROMAGE WILLIAM T**

(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)  
 President & COO

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	^	^	^	^	^	^	59,069	D	^
Common Stock	^	^	^	^	^	^	7,349 <sup>(1)</sup>	I	401(k)/ESOP
Common Stock	^	^	^	^	^	^	2,939 <sup>(2)</sup>	I	ESPP

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

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(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 of Number of Shares
Stock Option	\$ 26.5	Â	Â	Â	Â	Â	12/17/2001	12/17/2008	Common Stock	3,773
Stock Option	\$ 25.5	Â	Â	Â	Â	Â	09/23/2002	09/23/2009	Common Stock	3,921
Stock Option	\$ 24.625	Â	Â	Â	Â	Â	12/07/2002	12/07/2009	Common Stock	13,550
Stock Option	\$ 21.875	Â	Â	Â	Â	Â	04/27/2000	04/27/2010	Common Stock	10,000
Stock Option	\$ 22.81	Â	Â	Â	Â	Â	10/23/2003	10/23/2010	Common Stock	119,800
Stock Option	\$ 29.84	Â	Â	Â	Â	Â	12/17/2004	12/17/2011	Common Stock	29,950
Stock Option	\$ 34.6	Â	Â	Â	Â	Â	12/16/2003 <sup>(3)</sup>	12/16/2012	Common Stock	30,219
Stock Option	\$ 45.55	Â	Â	Â	Â	Â	12/15/2004 <sup>(3)</sup>	12/15/2013	Common Stock	29,343
Stock Option	\$ 49.62	Â	Â	Â	Â	Â	12/20/2005 <sup>(3)</sup>	12/20/2014	Common Stock	30,113
Stock Option	\$ 47.4	Â	Â	Â	Â	Â	12/20/2006 <sup>(3)</sup>	12/20/2015	Common Stock	23,408
Stock Option	\$ 48.88	Â	Â	Â	Â	Â	12/19/2007 <sup>(3)</sup>	12/19/2016	Common Stock	27,635
Stock Option	\$ 32.03	Â	Â	Â	Â	Â	12/18/2008 <sup>(3)</sup>	12/18/2017	Common Stock	45,516

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROMAGE WILLIAM T C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	X		President & COO	

## Signatures

Renee P Seefried by Power of Attorney 02/13/2008

\_\_\_\_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) Between January 1, 2007 and December 31, 2007, the reporting person acquired 712 shares of Webster common stock under the Webster 401(k)/ESOP.
  - (2) Between January 1, 2007 and December 31, 2007, the reporting person acquired 519 shares of Webster common stock under the Webster ESPP.
  - (3) 4 yr. incremental vesting - 25% vests each year for 4 years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.