

WEBSTER FINANCIAL CORP  
Form 4  
January 27, 2017

**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 \*  
**JACOBI C MICHAEL**

2. Issuer Name and Ticker or Trading Symbol  
**WEBSTER FINANCIAL CORP [WBS]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/26/2017**

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

**C/O WEBSTER FINANCIAL CORP, 145 BANK STREET**

(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

**WATERBURY, CT 06702**

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	01/26/2017		M			4,971	A	\$ 45.55	23,389	D	
Common Stock	01/26/2017		S			4,971	D	\$ 54.5523 (1)	18,418	D	
Common Stock	01/26/2017		M			11,516	A	\$ 25.15	29,934	D	
Common Stock	01/26/2017		S			11,516	D	\$ 54.4823 (2)	18,418	D	

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Common Stock	01/26/2017	M	25,423	A	\$ 5.14	43,841	D
Common Stock	01/26/2017	S	25,423	D	\$ <u>(3)</u>	18,418	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 45.55	01/26/2017		M	4,971	04/26/2008 04/26/2017	Common Stock 4,971
Stock Option	\$ 25.15	01/26/2017		M	11,516	04/24/2009 04/24/2018	Common Stock 11,516
Stock Option	\$ 5.14	01/26/2017		M	25,423	04/23/2010 04/23/2019	Common Stock 25,423

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBI C MICHAEL C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	X			

## Signatures

Renee P. Seefried by Power of Attorney  
01/27/2017

\*\*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 reporting person sold 4,971 shares of Webster Common Stock at prices ranging from \$54.44 to \$54.81. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (2) The reporting person sold 11,516 shares of Webster Common Stock at prices ranging from \$54.43 to \$54.69. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (3) The reporting person sold 25,423 shares of Webster Common Stock at prices ranging from \$54.33 to \$54.81 Full information regarding the number of shares sold at each separate price will be provided upon request.

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.