

WEBSTER FINANCIAL CORP  
Form 8-K  
December 23, 2008

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 12/23/2008**

**Webster Financial Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-31486**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**06-1187536**  
(IRS Employer  
Identification No.)

**Webster Plaza**  
Waterbury, Connecticut 06702  
(Address of principal executive offices, including zip code)

**203-465-4364**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

Webster Financial Corporation (NYSE: WBS), the holding company for Webster Bank, N.A., announced today that effective December 19, 2008, the Office of the Comptroller of the Currency (OCC) terminated the Memorandum of Understanding (MOU) issued by the OCC on July 24, 2006, in relation to its bank compliance, Bank Secrecy Act, Flood Act and internal audit programs.

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**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Webster Financial Corporation

Date: December 23, 2008

By: /s/ Harriet Munrett Wolfe

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Harriet Munrett Wolfe  
Executive Vice President, General Counsel and Secretary