STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

WEBSTER FINANCIAL CORP

SMITH JAMES COPENHAVER

Form 4

November 18, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB

3235-0287 Number:

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response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

[WBS]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SMITH JAMES COPENHAVER

(Last) (First) (Middle) C/O WEBSTER FINANCIAL CORP, 145 BANK STREET			Date of Earliest Transaction Ionth/Day/Year) /16/2011	_X_ Director 10% Owner Other (specify below) below) Chairman & Chief Executive Off						
WATERB	(Street)		If Amendment, Date Original ed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(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) 11/16/2011	2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 3, 4 and 5)	5. Amount of Securities Ownership Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Transaction(s) (Instr. 4) 234,944 D	·					
Common Stock				By Granto 229,402 I Retained Annuity T						
Common Stock				112,584 I 401(k)/ES	SOP					
Common Stock				7,997 I Directly b Spouse	у					
				5,698 I						

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Common Stock		Directly by Spouse IRA						
Common Stock	63,546 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.								

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 29.84					12/17/2004	12/17/2011	Common Stock	61,975
Stock Option	\$ 34.6					12/16/2003(2)	12/16/2012	Common Stock	62,525
Stock Option	\$ 45.55					12/15/2004(2)	12/15/2013	Common Stock	65,728
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
Phantom Stock	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	132,368

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

11/18/2011

**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 July 21, 2010.
- (2) 4 yr. incremental vesting 25% vests each year for 4 years.
- (3) 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.
- (4) 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. 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.

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