

ZWIENER DAVID K

Form 4

July 21, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZWIENER DAVID K

(Last) (First) (Middle)

THE HARTFORD FINANCIAL
SERVICES GROUP, HARTFORD
PLAZA

(Street)

HARTFORD, CT 06115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

HARTFORD FINANCIAL
SERVICES GROUP INC/DE [HIG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2005

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)
Executive Vice President

6. Individual or Joint/Group Filing(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)				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								14,145.7177	D	
Restricted Stock								15,200	D	
Common Stock	07/19/2005		F ⁽¹⁾		4,615	D	\$ 79.14	79,807	D	
Common Stock	07/18/2005		G	V	580	D	\$ 78.16	73,289	D	
	07/18/2005		G	V	1,280	D		73,869	D	

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Common Stock					\$ 78.16		
Common Stock	07/15/2005	G	V	195	D	\$ 78.41	75,149 D

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

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SEC 1474
(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)	8. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Stock Option	\$ 45.5					(2)	10/16/2008	Common Stock 13,971
Stock Option	\$ 51					(3)	02/20/2009	Common Stock 59,703
Stock Option	\$ 34					(4)	02/18/2010	Common Stock 22,696
Stock Option	\$ 62.07					(5)	02/23/2011	Common Stock 126,883
Stock Option	\$ 65.85					(6)	02/23/2012	Common Stock 120,934
Stock Option	\$ 65.99					(7)	02/20/2014	Common stock 63,723
Stock Option	\$ 71.27					(8)	02/19/2015	Common Stock 43,339

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

ZWIENER DAVID K
THE HARTFORD FINANCIAL SERVICES GROUP
HARTFORD PLAZA
HARTFORD, CT 06115

X

Executive Vice President

Signatures

/s/ Steven L. Bray, POA for David K. Zwiener by Power of Attorney of David K. Zwiener
dated February 19, 2004

07/21/2005

__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 involving a disposition to the Company of equity securities upon exercise of tax withholding rights in connection with the vesting of shares of Restricted Stock.
- (2) The option became fully exercisable as of March 31, 1999, following the achievement of the following criteria: the closing price of the Company'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 as of August 16, 2000, following the achievement of the following criteria: the closing price of the Company'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 April 11, 2000, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
The option becomes fully exercisable upon the earlier of: (i) February 21, 2008 (seven years from the February 21, 2001 grant date) and
- (5) (ii) the closing price of the Company's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
The option becomes fully exercisable upon the earlier of: (i) February 21, 2009 (seven years from the February 21, 2002 grant date) and
- (6) (ii) the closing price of the Company's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on
- (7) February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.
The options will become exercisable upon the later of: (i) the date upon which the closing price of the underlying common stock on the
- (8) New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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