

WEBSTER FINANCIAL CORP
 Form 5
 February 10, 2017

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 *
WOLFE HARRIET MUNRETT

(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 for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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)
 EVP - General Counsel

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	^	^	^	^	^	^	58,493	D	^
Common Stock	^	^	^	^	^	^	8,383 ⁽¹⁾	I	401(k)/ESOP
Common Stock	^	^	^	^	^	^	11,340 ⁽²⁾	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 or Number of Shares
Stock Option	\$ 12.85	Â	Â	Â	Â Â	12/16/2009 ⁽³⁾ 12/16/2018	Common Stock 8,836
Stock Option	\$ 23.81	Â	Â	Â	Â Â	02/22/2013 ⁽⁴⁾ 02/22/2022	Common Stock 13,366
Stock Option	\$ 23	Â	Â	Â	Â Â	02/20/2014 ⁽⁴⁾ 02/20/2023	Common Stock 15,528

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE HARRIET MUNRETT C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	Â	Â	Â	EVP - General Counsel Â

Signatures

Renee P. Seefried by Power of Attorney 02/10/2017

**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) Between January 1, 2016 and December 31, 2016, the reporting person acquired 490 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (2) Between January 1, 2016 and December 31, 2016, the reporting person acquired 669 shares of Webster Financial Corporation common stock under the Webster ESPP.

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(3) 4 yr. incremental vesting - 25% vests each year for 4 years.

(4) 3 yr. incremental vesting - 33-1/3% vests each year for 3 years.

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