

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 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 \*  
 SMITH JAMES COPENHAVER

(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)  
 Chairman & Chief Executive Off

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                    | 11/16/2016                           | ^  | G                              | 2,000   | D          | \$ 0  | 361,750 <sup>(1)</sup>   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 139,922 <sup>(2)</sup>   | I  | 401(k)/ESOP   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 10,554   | I  | Directly by Spouse                                    |
|                                 | ^                                    | ^  | ^                              | ^   | ^          | ^     | 5,698  | I  |   |

Common  
StockDirectly by  
Spouse IRA

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.**SEC 2270  
(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 Number of Shares                                 |
| Stock Option                               | \$ 32.03   | Â                                    | Â  | Â                              | Â Â   | 12/18/2008 <sup>(3)</sup> 12/18/2017                     | Common Stock 106,19   |
| Stock Option                               | \$ 12.85   | Â                                    | Â  | Â                              | Â Â   | 12/16/2009 <sup>(3)</sup> 12/16/2018                     | Common Stock 113,67   |
| Stock Option                               | \$ 23.81   | Â                                    | Â  | Â                              | Â Â   | 02/22/2013 <sup>(4)</sup> 02/22/2022                     | Common Stock 112,37   |
| Stock Option                               | \$ 23  | Â                                    | Â  | Â                              | Â Â   | 02/20/2014 <sup>(4)</sup> 02/20/2023                     | Common Stock 126,37   |
| Phantom Stock                              | Â  | Â                                    | Â  | Â                              | Â Â   | Â <sup>(6)</sup> Â <sup>(6)</sup>                        | Common Stock 236,20   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| SMITH JAMES COPENHAVER<br>C/O WEBSTER FINANCIAL CORP<br>145 BANK STREET<br>WATERBURY, CT 06702 | Â X           | Â         | Â Chairman & Chief Executive Off | 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) Includes 625 shares of Webster Financial Corporation common stock acquired through December 31, 2016 under the Webster Dividend Reinvestment Plan per the records of Transfer Agent.
- (2) Between January 1, 2016 and December 31, 2016, the reporting person acquired 5,014 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (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.
- (5) 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.
- (6) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.
- (7) Between January 1, 2016 and December 31, 2016, the reporting person acquired 5,827 shares of phantom stock under the Webster Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.