

Levenson David N
Form 4
March 01, 2011

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levenson David N

2. Issuer Name and Ticker or Trading Symbol
HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

THE HARTFORD FINANCIAL SERVICES GROUP, ONE HARTFORD PLAZA
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

HARTFORD, CT 06155
(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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/25/2011 | | F(1) | 1,289 | D \$ 29.42 | 4,088.511 | D |
| Restricted Stock | | | | | | 3,467 | D |
| Restricted Stock Unit | | | | | | 33,449.775 | D |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 65.99 | | | | | (2) | 02/20/2014 | Common Stock | 2,466 |
| Stock Option | \$ 7.04 | | | | | (3) | 02/25/2019 | Common Stock | 16,753 |
| Restricted Units | (4) | | | | | (4) | 02/25/2012(4) | Common Stock (4) | 13,323.52(4) |
| Restricted Units | (5) | | | | | (5) | 11/05/2012(5) | Common Stock (5) | 9,087.467(5) |
| Restricted Units | (5) | | | | | (5) | 02/25/2013(5) | Common Stock (5) | 19,712.319(5) |
| Deferred Units | (6) | | | | | (6) | 11/05/2011(6) | Common Stock (6) | 1,230.307(6) |
| Deferred Units | (7) | | | | | (7) | 02/25/2012(7) | Common Stock (7) | 1,825.187(7) |
| Deferred Units | (8) | | | | | (8) | 05/03/2013(8) | Common Stock (8) | 1,506.078 |
| Deferred Units | (9) | | | | | (9) | 08/06/2013(9) | Common Stock (9) | 652.828(9) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Levenson David N THE HARTFORD FINANCIAL SERVICES GROUP ONE HARTFORD PLAZA | | | Executive Vice President | |

HARTFORD, CT 06155

Signatures

/s/ Donald C. Hunt, POA for Ricardo A. Anzaldúa, POA for David N. Levenson by POA of David N. Levenson dated July 7, 2010.

03/01/2011

__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) Transaction involving a disposition to the Company of equity securities to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
- (2) All options became exercisable as of February 18, 2007.
- (3) 7,618 options became exercisable on February 25, 2011 and 9,135 options will become exercisable on February 25, 2012.
- (4) Each restricted unit will vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing stock price per share of the Company's common stock on the expiration date as reported on the New York Stock Exchange.
Each restricted unit will vest on the expiration date and be settled in cash as soon as practicable, and in any event within 90 days, after the expiration date for an amount equal to the closing stock price per share of the Company's common stock on the expiration date as reported on the New York Stock Exchange.
- (5) Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (11/05/2009) for an amount equal to the Company's closing stock price on the New York Stock Exchange. Deferred units are fully vested when credited.
- (6) Each deferred unit will be settled in cash as soon as practicable, and in any event, within 90 days, after the second anniversary of the grant date (2/25/2010) for an amount equal to the Company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.
- (7) One-third of the deferred unit award will be settled in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date (5/30/2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (8) One-third of the deferred unit award will be settled in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date (8/06/2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.
- (9)

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.