

MCCARTHY JOHN FRANCIS

Form 5/A

January 16, 2003

- 1. Name and Address of Reporting Person
McCarthy, John F.
Webster Plaza
Waterbury, CT 06702-
- 2. Issuer Name and Ticker or Trading Symbol
Webster Financial Corporation (WBS)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year
4/2002 R1
- 5. If Amendment, Date of Original (Month/Day/Year)
12/31/2001
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(X) Director () 10% Owner
() Officer (give title below) () Other (specify below)
- 7. Individual or Joint/Group Filing (Check Applicable Line)
(X) 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	2. Transaction Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount or Value
			Amount	A/D	Price	
Common Stock	04/25/2002	A	445	A	\$0.0000	20787
Common Stock						3816
Common Stock						19706
Common Stock						5218

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code	5. Number of Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Amount or Value
Stock Options	\$21.875				04/27/2010	Common	

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(Right to buy)									Stock		
Stock Option	\$10.8214						11/21/2004		Common		
									Stock		
Stock Option	\$18.0804						06/23/2007		Common		
									Stock		
Stock Option	\$30.6						04/26/2011		Common		
									Stock		
Stock Option	\$38.54	04/25/2002	A	V	4000	04/25/2002	04/25/2012		Common	4000	\$
									Stock		

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Renee P. Seefried by Power of Atty.

DATE
01/16/2003