

WOLFE HARRIET MUNRETT

Form 4

December 22, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLFE HARRIET MUNRETT

2. Issuer Name **and** Ticker or Trading
Symbol
WEBSTER FINANCIAL CORP
[WBS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP/General Counsel

WEBSTER PLAZA

(Street)

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

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

WATERBURY, CT 06702

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/20/2005		A		1,095	A \$ 0	5,280 D
Common Stock							686 I ESOP
Common Stock							763 I ESPP
Common Stock							1,083 I 401 (k) plan

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 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. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Options (Right to buy)	\$ 22.81					10/23/2003	10/23/2010	Common Stock 3,650
Stock Options (Right to buy)	\$ 24.625					12/07/2002	12/07/2009	Common Stock 1,300
Stock Options (Right to buy)	\$ 26.5					12/17/2001	12/17/2008	Common Stock 2,550
Stock Options (Right to buy)	\$ 29.84					12/17/2004	12/17/2011	Common Stock 3,650
Stock Options (Right to buy)	\$ 31.75					12/15/2000	12/15/2007	Common Stock 2,400
Stock Options (Right to buy)	\$ 34.6					12/16/2003	12/16/2012	Common Stock 5,118
Stock Options (Right to	\$ 45.55					12/15/2004	12/15/2013	Common Stock 5,135

buy)

Stock

Options
(Right to
buy)

\$ 47.4

12/20/2005

A

4,041

12/20/2006

12/20/2015

Common
Stock

4,041

Stock

Options
(Right to
buy)

\$ 49.62

12/20/2005

12/20/2014

Common
Stock

4,881

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE HARRIET MUNRETT WEBSTER PLAZA WATERBURY, CT 06702			EVP/General Counsel	

Signatures

Renee P. Seefried by Power of
Atty.

12/22/2005

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

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.