

Bennett Jonathan R
 Form 4
 February 24, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Bennett Jonathan R

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)
 ONE HARTFORD PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2012

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

HARTFORD, CT 06155
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/22/2012 | | M ⁽¹⁾ | V | 11,645.1 | A | \$ 20.11 26,106.082 D |
| Common Stock | 02/22/2012 | | F ⁽²⁾ | | 3,950 | D | \$ 20.11 22,156.082 D |
| Restricted Stock Units | | | | | | | 10,938.439 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 required to respond unless the form

SEC 1474 (9-02)

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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Option | \$ 65.99 | | | | | | | (3) | 02/20/2014 | Common Stock |
| Stock Option | \$ 83 | | | | | | | (4) | 02/15/2016 | Common Stock |
| Stock Option | \$ 93.69 | | | | | | | (5) | 02/27/2017 | Common Stock |
| Stock Option | \$ 92.69 | | | | | | | (6) | 07/30/2017 | Common Stock |
| Stock Option | \$ 74.88 | | | | | | | (7) | 02/26/2018 | Common Stock |
| Stock Option | \$ 7.04 | | | | | | | (8) | 02/25/2019 | Common Stock |
| Stock Option | \$ 28.91 | | | | | | | (9) | 03/01/2021 | Common Stock |
| Restricted Units | (10) | | | | | | | (10) | 02/25/2012 | Common Stock |
| Restricted Units | (11) | | | | | | | (11) | 11/05/2012 | Common Stock |
| Restricted Units | (12) | | | | | | | (12) | 02/25/2013 | Common Stock |
| Deferred Units | (13) | | | | | | | (13) | 02/25/2012 | Common Stock |
| Deferred Units | (14) | | | | | | | (14) | 05/03/2013 | Common Stock |
| Deferred Units | (15) | | | | | | | (15) | 08/06/2013 | Common Stock |
| Performance Shares | \$ 20.11 | 02/22/2012 | | A | 11,645.1 | | | (1) | (1) | Common Stock |
| Performance Shares | \$ 20.11 | 02/22/2012 | | M | 11,645.1 | | | (1) | (1) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bennett Jonathan R ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Executive Vice President | |

Signatures

/s/ Anthony J. Salerno, by Power of Attorney for Jonathan R. Bennett dated January 31, 2012.

02/24/2012

__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) On February 22, 2012, the Company's Compensation and Management Development Committee certified a performance share payout based on the level of the Company's performance relative to pre-established objectives for the January 1, 2009 through December 31, 2011 performance period. The performance shares were paid in shares of the Company's common stock.

(2) Transaction involving the disposition to the Company of equity securities to cover tax withholding obligations in accordance with the Company's administrative rules.

(3) All options became exercisable as of February 18, 2007, the third anniversary of the grant date.

(4) All options became exercisable as of February 15, 2009, the third anniversary of the grant date.

(5) All options became exercisable as of February 27, 2010, the third anniversary of the grant date.

(6) All options became exercisable as of July 30, 2010, the third anniversary of the grant date.

(7) All options became exercisable as of February 26, 2011, the third anniversary of the grant date.

(8) One third of the options became exercisable on February 25, 2010, an additional one third of the options became exercisable on February 25, 2011 and the remaining one-third of the options will become exercisable on February 25, 2012, the third anniversary of the grant date.

(9) One third of the options will become exercisable on March 1, 2012, an additional one third of the options will become exercisable on March 1, 2013 and the remaining one-third of the options will become exercisable on March 1, 2014, the third anniversary of the grant date.

(10) Each restricted unit will be settled in cash on the expiration date for an amount equal the Company's closing stock price on the New York Stock Exchange on the expiration date.

(11) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after November 5, 2012 (the "Valuation Date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the Company's common stock on the Valuation Date as reported on the New York Stock Exchange.

(12) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after February 25, 2013 (the "Valuation Date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the Company's common stock on the Valuation Date as reported on the New York Stock Exchange.

(13) Each deferred unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the second anniversary of the grant date (February 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.

(14) 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 (May 3, 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.

(15)

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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 (August 6, 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.

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.