

Bennett Jonathan R
 Form 4
 February 27, 2009

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 *
 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)
 02/25/2009

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Restricted Stock Units | | | | | 4,074.396 | D | |
| Restricted Stock | | | | | 2,933 | D | |
| Common Stock | | | | | 8,693.23 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | \$ 65.85 | | | | | | | <u>(1)</u> | 02/21/2012 | Common Stock |
| Stock Option | \$ 65.99 | | | | | | | <u>(2)</u> | 02/18/2014 | Common Stock |
| Stock Option | \$ 83 | | | | | | | <u>(3)</u> | 02/15/2016 | Common Stock |
| Stock Option | \$ 93.69 | | | | | | | <u>(4)</u> | 02/27/2017 | Common Stock |
| Stock Option | \$ 92.69 | | | | | | | <u>(5)</u> | 07/30/2017 | Common Stock |
| Stock Option | \$ 74.88 | | | | | | | <u>(6)</u> | 02/26/2018 | Common Stock |
| Stock Option | \$ 7.04 | 02/25/2009 | | A | | 32,195 | | <u>(7)</u> | 02/25/2019 | Common Stock |
| Restricted Units | <u>(8)</u> | 02/25/2009 | | A | | 15,299.685 | | 02/25/2012 <u>(8)</u> | 02/25/2012 <u>(8)</u> | Common Stock <u>(8)</u> |

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/ Amanda Grabowski Aquino, by POA for Jonathan R. Bennett dated February 24, 2009

02/27/2009

__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) The option became fully exercisable on February 21, 2005, the third anniversary of the grant date.
- (2) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.
- (3) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.
- (4) One-third of the option became exercisable on February 27, 2008, an additional one-third of the option became exercisable on February 27, 2009 and the remaining one-third of the option will become exercisable on February 27, 2010, the third anniversary of the grant date.
- (5) One-third of the option became exercisable on July 30, 2008, an additional one-third of the option will become exercisable on July 30, 2009 and the remaining one-third of the option will become exercisable on July 30, 2010, the third anniversary of the grant date.
One-third of the option became exercisable on February 26, 2009, an additional one-third of the option will become exercisable on February 26, 2010 and the remaining one-third of the option will become exercisable on February 26, 2011, the third anniversary of the grant date.
- (6) One third of the option will become exercisable on February 25, 2010, an additional one third of the option will become exercisable on February 25, 2011 and the remaining one-third of the option will become exercisable on February 25, 2012, the third anniversary of the grant date.
- (7) Each restricted unit will be settled in cash on the expiration date for an amount equal to the company's closing stock price on the New York Stock Exchange on the expiration date.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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