

Andrade Juan C
Form 4
February 22, 2010

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 *
Andrade Juan C

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)
02/18/2010

____ 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (D) | Price | |
| Restricted Stock Units | | | | | 2,632.281 | D | | |
| Restricted Stock | | | | | 3,600 | D | | |
| Common Stock | 02/18/2010 | | M ⁽¹⁾ | 471.24 | A | \$ 24.14 | 2,819.655 | D |
| Common Stock | 02/18/2010 | | F ⁽²⁾ | 152 | D | \$ 24.14 | 2,667.655 | D |

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

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(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 Underlying (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option | \$ 83.27 | | | | | <u>(3)</u> | 02/27/2016 | Common Stock |
| Stock Option | \$ 93.69 | | | | | <u>(4)</u> | 02/27/2017 | Common Stock |
| Stock Option | \$ 74.88 | | | | | <u>(5)</u> | 02/26/2018 | Common Stock |
| Stock Option | \$ 7.04 | | | | | <u>(6)</u> | 02/25/2019 | Common Stock |
| Restricted Units | <u>(7)</u> | | | | | 02/25/2012 <u>(7)</u> | 02/25/2012 <u>(7)</u> | Common Stock |
| Restricted Units | <u>(8)</u> | | | | | 11/05/2012 <u>(8)</u> | 11/05/2012 <u>(8)</u> | Common Stock |
| Deferred Units | <u>(9)</u> | | | | | 11/05/2011 <u>(9)</u> | 11/05/2011 <u>(9)</u> | Common Stock |
| Performance Shares | \$ 24.14 | 02/18/2010 | | <u>A</u> ⁽¹⁾ | 471.24 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Performance Shares | \$ 24.14 | 02/18/2010 | | <u>M</u> ⁽¹⁾ | 471.24 | <u>(1)</u> | <u>(1)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Andrade Juan C ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Executive Vice President | |

Signatures

/s/ Donald C. Hunt, by POA for Juan C. Andrade dated February 24, 2009.

02/22/2010

__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 18, 2010, the Company's Compensation and Personnel Committee awarded a performance share payout, based on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2007 - December 31, 2009 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) The option became fully exercisable on February 27, 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 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) Each restricted unit will be settled in cash as soon as practicable after, and in any event within 90 days after, the later to occur of (i) November 5, 2012 or (ii) the date the value of such restricted units can be paid in accordance with applicable law (the "Valuation Date"). The cash settlement payable per unit shall be equal the closing stock price per share of the company's common stock on the Valuation Date as reported on the New York Stock Exchange.

(9) 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 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.

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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