

Zlatkus Lizabeth H
Form 4
August 11, 2011

FORM 4

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

OMB APPROVAL

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

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 *
Zlatkus Lizabeth H

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)
08/10/2011

____ 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)	
Restricted Stock Units					75,276.395	D		
Common Stock	08/10/2011		M	1,461.926	A	Ⓛ	23,266.692	D
Common Stock	08/10/2011		D	1,461.926	D	\$ 20.57	21,804.766	D
Restricted Stock					4,600	D		

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 65.99					(2)	02/20/2014	Common Stock	13,
Stock Options	\$ 71.27					(3)	02/19/2015	Common Stock	8,
Stock Options	\$ 83					(4)	02/15/2016	Common Stock	14,
Stock Options	\$ 93.69					(5)	02/27/2017	Common Stock	15,
Stock Options	\$ 92.69					(6)	07/30/2017	Common Stock	3,
Stock Options	\$ 74.88					(7)	02/26/2018	Common Stock	38,
Stock Options	\$ 7.04					(8)	02/25/2019	Common Stock	179,
Stock Options	\$ 28.91					(9)	03/01/2021	Common Stock	92,
Restricted Units	(10)					(10)	02/25/2012	Common Stock	65,27
Restricted Units	(11)					(11)	11/05/2012	Common Stock	19,61
Restricted Units	(12)					(12)	02/25/2013	Common Stock	45,05
Deferred Units	(13)					(13)	11/05/2011	Common Stock	6,14
Deferred Units	(14)					(14)	02/25/2012	Common Stock	12,19
Deferred Units	(15)					(15)	05/03/2013	Common Stock	6,81

Deferred Units	(1)	08/10/2011	M	1,461.926	(16)	08/06/2013	Common Stock	1,46
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zlatkus Lizabeth H ONE HARTFORD PLAZA HARTFORD, CT 06155	Executive Vice President

Signatures

s/ Donald C. Hunt, POA for Laura A. Santirocco, POA for Lizabeth H. Zlatkus by Power of Attorney of Lizabeth H. Zlatkus dated February 18, 2010 08/11/2011

__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) Each deferred unit is the economic equivalent of one share of the Company's common stock. On August 10, 2011, 1461.926 of the reporting person's deferred units were settled for cash based upon the Company's closing stock price on the New York Stock Exchange on August 5, 2011.
- (2) All options became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
- (3) All options became fully exercisable as of February 17, 2008, the third anniversary of the grant date.
- (4) All options became fully exercisable on February 15, 2009, the third anniversary of the grant date.
- (5) All options became fully exercisable on February 27, 2010, the third anniversary of the grant date.
- (6) All options became fully exercisable on July 30, 2010, the third anniversary of the grant date.
- (7) All options became fully exercisable on February 26, 2011, the third anniversary of the grant date.
- (8) All options become fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 25, 2012, three years from the date of the grant. The pricing condition was met on April 22, 2009.
- (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 vest on the expiration date and be settled in cash immediately following the expiration date for an amount equal to the closing price per share of the company's common stock on the expiration date as reported on the New York Stock Exchange.
- (11) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after November 5, 2012 (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.
- (12) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after February 25, 2013 (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.
- (13) Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (November 5, 2009) 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) Each deferred unit will be settled in cash as soon as practicable, 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

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settlement date. Deferred units are fully vested when credited.

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, (15) 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.

One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second (16) 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.

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