Bennett Jonathan R
Form 4
February 24, 2012

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bennett Jonathan R

(Last) (First) (Middle)

ONE HARTFORD PLAZA

(Street)

HARTFORD, CT 06155

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	02/22/2012		M (1)		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.

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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
				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)

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.
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