

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 May 02, 2007

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 *
 ZNAMIEROWSKI DAVID M

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)

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

04/30/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

Executive Vice President

THE HARTFORD FINANCIAL SERVICES GROUP, HARTFORD PLAZA

(Street)

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

HARTFORD, CT 06115

(City) (State) (Zip)

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
Restricted Stock Units					15,356.537	D	
Restricted Stock					14,000	D	
Common Stock	04/30/2007		M ⁽¹⁾		7,911	A	\$ 59.0917
Common Stock	04/30/2007		M ⁽¹⁾		12,375	A	\$ 56.375
					38,520	D	

Common Stock	04/30/2007	S ⁽¹⁾	7,911	D	\$ 101.64	30,609	D
Common Stock	04/30/2007	S ⁽¹⁾	12,375	D	\$ 101.92	18,234	D

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

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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)	8. Amount or Number of Shares
Stock Option	\$ 59.0917	04/30/2007		M ⁽¹⁾	7,911	⁽²⁾ 02/20/2009	Common Stock	7,911
Stock Option	\$ 56.375	04/30/2007		M ⁽¹⁾	12,375	⁽³⁾ 07/21/2010	Common Stock	12,375
Stock Option	\$ 65.85					⁽⁴⁾ 02/23/2012	Common Stock	44,790
Stock Option	\$ 65.99					⁽⁵⁾ 02/20/2014	Common Stock	25,034
Stock Option	\$ 71.27					⁽⁶⁾ 02/19/2015	Common Stock	15,891
Stock Option	\$ 83					⁽⁷⁾ 02/15/2016	Common Stock	15,546
Stock Option	\$ 93.69					⁽⁸⁾ 02/27/2017	Common Stock	13,284

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Executive Vice President

ZNAMIEROWSKI DAVID M
THE HARTFORD FINANCIAL SERVICES GROUP
HARTFORD PLAZA
HARTFORD, CT 06115

Signatures

/s/ Amanda Grabowski Aquino, POA for David M. Znamierowski by Power of Attorney of
David M. Znamierowski dated February 19, 2004.

05/02/2007

__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) Transaction effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
- (2) The option became fully exercisable as of February 18, 2002, the third anniversary of the grant.
On July 19, 2000, the reporting person was granted an option to purchase shares of common stock. The option cumulatively vests in four equal installments, subject to the Issuer's satisfaction of certain performance criteria each year. The performance criteria for 2000, 2001 and 2002 were met, resulting in vesting of the option as to 12,375 shares, which became exercisable as of March 1, 2004.
- (3) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (4) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008 (three years from the grant date). The closing price condition to vesting was met on May 16, 2006.
- (5) The option becomes fully exercisable upon the later of: (i) the date on which the Issuer's 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 15, 2009, three years from the date of the grant.
- (6) The option becomes 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 27, 2010, three years from the date of the grant.
- (7) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 27, 2010, three years from the date of the grant.
- (8)

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.