Zlatkus Lizabeth H Form 4 May 10, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Zlatkus Lizabeth H	2. Issuer Name and Ticker or Trading	5. Relationship of Issuer
Ziatkas Dizasetti II	Symbol	
	HARTFORD FINANCIAL	(Clar

05/06/2011

of Reporting Person(s) to

SERVICES GROUP INC/DE [HIG]

(Check all applicable)

Executive Vice President

THE HARTFORD FINANCIAL

(Street)

(First)

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

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

SERVICES GROUP -, ONE HARTFORD PLAZA

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HARTFORD, CT 06155

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	uritie	s Acquire	ed, Disposed of, o	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. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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							74,999.135	D	
Common Stock	05/06/2011		M	3,396.489	A	<u>(1)</u>	25,151.474	D	
Common Stock	05/06/2011		D	3,396.489	D	\$ 28.58	21,754.985	D	
Restricted Stock							4,600	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	orDeriva Securi Acquir Dispos		6. Date Exer Expiration D (Month/Day)	7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Stock Options	\$ 65.99						(2)	02/20/2014	Common Stock	
Stock Options	\$ 71.27						(3)	02/19/2015	Common Stock	
Stock Options	\$ 83						<u>(4)</u>	02/15/2016	Common Stock	
Stock Options	\$ 93.69						(5)	02/27/2017	Common Stock	
Stock Options	\$ 92.69						<u>(6)</u>	07/30/2017	Common Stock	
Stock Options	\$ 74.88						<u>(7)</u>	02/26/2018	Common Stock	
Stock Options	\$ 7.04						(8)	02/25/2019	Common Stock	
Stok Options	\$ 28.91						<u>(9)</u>	03/01/2021	Common Stock	
Restricted Units	<u>(10)</u>						(10)	02/25/2012(10)	Common Stock (10)	65
Restricted Units	(11)						(11)	11/05/2012(11)	Common Stock (11)	19
Restricted Units	(12)						(12)	02/25/2013(12)	Common Stock (12)	44
Deferred Units	(13)						(13)	11/05/2011(13)	Common Stock (13)	6
Deferred Units	<u>(14)</u>						(14)	02/25/2012(14)	Common Stock (14)	12
	<u>(1)</u>	05/06/2011		M	3	3,396.489	<u>(15)</u>	05/03/2013(15)		

Deferred Units Stock $\underline{^{(15)}}$ Deferred Units $\underline{^{(16)}}$ Units $\underline{^{(16)}}$ $\underline{^{(16)}}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Zlatkus Lizabeth H
THE HARTFORD FINANCIAL SERVICES GROUP 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

05/10/2011

**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 May 6, 2011, 3,396.489 of the reporting person's deferred units were settled for cash.
- (2) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
- (3) The option became fully exercisable as of February 17, 2008, the third anniversary of the grant date.
- (4) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.
- (5) The option became fully exercisable on February 27, 2010, the third anniversary of the grant date.
- (6) The option became fully exercisable on July 30, 2010, the third anniversary of the grant date.
- (7) The option became fully exercisable on February 26, 2011, the third anniversary of the grant date.
- 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 25, 2012, three years from the date of the grant. The pricing condition was met on April 22, 2009.
- One third of the option will become exercisable on March 1, 2012, an additional one third of the option will become exercisable on March 1, 2013 and the remaining one-third of the option 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.
 - Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after November 5, 2012 (the
- (11) "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.
 - Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after February 25, 2013 (the
- (12) "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

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settlement date. Deferred units are fully vested when credited.

- 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 (14) 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.
- 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.
- 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. 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.