

HEALY WILLIAM  
Form 4/A  
August 29, 2006

**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

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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 \*  
**HEALY WILLIAM**

2. Issuer Name and Ticker or Trading Symbol  
**WEBSTER FINANCIAL CORP [WBS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**WEBSTER PLAZA**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/25/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**WATERBURY, CT 06702**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/28/2006**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/25/2006		F	1,598	D \$ 46.77	22,263	D
Common Stock	08/25/2006		D	2,139	D \$ 0	20,124	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)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options (Right to buy)	\$ 29.84					Date Exercisable: 12/17/2004 Expiration Date: 12/17/2011	Common Stock	19,100
Stock Options (Right to buy)	\$ 34.6					Date Exercisable: 12/16/2003 Expiration Date: 12/16/2012	Common Stock	16,369
Stock Options (Right to buy)	\$ 45.55					Date Exercisable: 12/15/2004 Expiration Date: 12/15/2013	Common Stock	11,619
Stock Options (Right to buy)	\$ 49.62					Date Exercisable: 12/20/2005 Expiration Date: 12/20/2014	Common Stock	15,711
Stock Option	\$ 30.6					Date Exercisable: 04/26/2001 Expiration Date: 04/26/2011	Common Stock	6,733

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEALY WILLIAM WEBSTER PLAZA WATERBURY, CT 06702			Executive Vice President	

## Signatures

Renee P. Seefried by Power of Atty. 08/29/2006

