

SMITH JAMES COPENHAVER  
Form 5  
February 12, 2009

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
SMITH JAMES COPENHAVER

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & Chief Executive Off

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WATERBURY, CT 06702

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 139,325  | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 111,000  | I  | By Grantor Retained Annuity Trust                     |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^     | 99,147 <sup>(1)</sup>  | I  | 401(k)/ESOP   |

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|              |   |   |   |   |   |   |        |   |                        |
|--------------|---|---|---|---|---|---|--------|---|------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 32,997 | I | Directly by Spouse     |
| Common Stock | Â | Â | Â | Â | Â | Â | 5,698  | I | Directly by Spouse IRA |
| Common Stock | Â | Â | Â | Â | Â | Â | 9,546  | I | Custody for Children   |

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

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(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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Option                               | \$ 24.625  | Â                                    | Â  | Â                              | Â   | Â   | 12/07/2002   | 12/07/2009      | Common Stock  | 44,700                     |
| Stock Option                               | \$ 22.81   | Â                                    | Â  | Â                              | Â   | Â   | 10/23/2003   | 10/23/2010      | Common Stock  | 247,923                    |
| Stock Option                               | \$ 29.84   | Â                                    | Â  | Â                              | Â   | Â   | 12/17/2004   | 12/17/2011      | Common Stock  | 61,975                     |
| Stock Option                               | \$ 34.6  | Â                                    | Â  | Â                              | Â   | Â   | 12/16/2003 <sup>(2)</sup>                                | 12/16/2012      | Common Stock  | 62,525                     |
| Stock Option                               | \$ 45.55   | Â                                    | Â  | Â                              | Â   | Â   | 12/15/2004 <sup>(2)</sup>                                | 12/15/2013      | Common Stock  | 65,728                     |
| Stock Option                               | \$ 49.62   | Â                                    | Â  | Â                              | Â   | Â   | 12/20/2005 <sup>(2)</sup>                                | 12/20/2014      | Common Stock  | 60,707                     |
| Stock Option                               | \$ 47.4  | Â                                    | Â  | Â                              | Â   | Â   | 12/20/2006 <sup>(2)</sup>                                | 12/20/2015      | Common Stock  | 47,182                     |
| Stock Option                               | \$ 48.88   | Â                                    | Â  | Â                              | Â   | Â   | 12/19/2007 <sup>(2)</sup>                                | 12/19/2016      | Common Stock  | 64,483                     |
| Stock Option                               | \$ 32.03   | Â                                    | Â  | Â                              | Â   | Â   | 12/18/2008 <sup>(2)</sup>                                | 12/18/2017      | Common Stock  | 106,190                    |
|  | \$ 12.85   | Â                                    | Â  | Â                              | Â   | Â   | 12/16/2009 <sup>(2)</sup>                                | 12/16/2018      |   | 213,674                    |

Stock  
Option

Common  
Stock

Phantom  
Stock

^

^

^

^

^

^

^ (4)

^ (4)

Common  
Stock

31,254

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                | Other |
| SMITH JAMES COPENHAVER<br>C/O WEBSTER FINANCIAL CORP<br>145 BANK STREET<br>WATERBURY, CT 06702 | ^ X           | ^         | ^ Chairman &<br>Chief Executive<br>Off | ^     |

## Signatures

Renee P. Seefried by Power of  
Attorney

02/12/2009

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) Between January 1, 2008 and December 31, 2008, the reporting person acquired 6,745 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (2) 4 yr. incremental vesting - 25% vests each year for 4 years.
- (3) Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- (4) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.
- (5) Between January 1, 2008 and December 31, 2008, the reporting person acquired 1,021 shares of phantom stock under the Webster Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.