

McGreevey Gregory
Form 4
May 10, 2011

FORM 4

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

OMB APPROVAL

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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 *
McGreevey Gregory

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)
ONE HARTFORD PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

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

HARTFORD, CT 06155
(City) (State) (Zip)

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

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)
Common Stock	05/06/2011		M	V	2,761.933 A <u>(1)</u>	2,761.933	D
Common Stock	05/06/2011		D		\$ 28.58 0	0	D
Restricted Stock Units					42,152.269		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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amou Nur Sha
Stock Options	\$ 10.32					(2)	10/31/2018	Common Stock	3
Stock Options	\$ 7.04					(3)	02/25/2019	Common Stock	9
Stock Options	\$ 28.91					(4)	03/01/2021	Common Stock	7
Restricted Units	(5)					(5)	02/25/2012(5)	Common Stock (5)	44
Restricted Units	(6)					(6)	07/31/2011(6)	Common Stock (6)	59
Restricted Units	(7)					(7)	02/25/2013(7)	Common Stock (7)	40
Deferred Units	\$ 28.58 (1)	05/06/2011		M	2,761.933	(8)	05/03/2013(8)	Common Stock (8)	2,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McGreevey Gregory ONE HARTFORD PLAZA HARTFORD, CT 06155	Executive Vice President

Signatures

s/ Leslie Soler, POA for Laura A. Santirocco, POA for Gregory McGreevey by Power of Attorney of Gregory McGreevey 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).

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- (1) Each deferred unit is the equivalent of one share of the Company's common stock. On May 6, 2011, 2761.933 of the reporting person's deferred units were settled for cash.

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) October 31, 2011, three years from the date of the grant. The pricing condition was met on December 18, 2008.

- (2) 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.

- (3) 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.

- (4) Each restricted unit will be settled in cash on the expiration date for an amount equal to the Company's closing stock price on the New York Stock Exchange on the expiration date.

- (5) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days after July 31, 2011 (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.

- (6) Each restricted unit will be settled in cash as soon as practicable, 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.

- (7) 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.

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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