

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 March 01, 2006

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 *
 JOHNSON DAVID M /CT

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. Vice President and CFO

(Last) (First) (Middle)
 THE HARTFORD FINANCIAL SERVICES GROUP, HARTFORD PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2006

HARTFORD, CT 06115
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Restricted Stock Units | | | | | | 13,725.992 | D |
| Restricted Stock | | | | | | 20,348 | D |
| Common Stock | 02/28/2006 | | M | 40,140 | A | \$ 83 62,839 | D |
| Common Stock | 02/28/2006 | | D ⁽¹⁾ | 40,140 | D | \$ 83 22,699 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 63.02 | | | | | (2) | 05/03/2011 | Common Stock | 84,62 |
| Stock Option | \$ 65.85 | | | | | (3) | 02/23/2012 | Common Stock | 76,14 |
| Stock Option | \$ 37.37 | | | | | (4) | 02/22/2013 | Common Stock | 63,50 |
| Stock Option | \$ 65.99 | | | | | (5) | 02/20/2014 | Common Stock | 34,13 |
| Stock Option | \$ 71.27 | | | | | (6) | 02/19/2015 | Common Stock | 21,66 |
| Stock Option | \$ 83 | | | | | (7) | 02/15/2016 | Common Stock | 19,73 |
| Performance Shares | \$ 83 | 02/28/2006 | | M | 40,140 | (8) | (8) | Common Stock | 40,14 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSON DAVID M /CT
THE HARTFORD FINANCIAL SERVICES GROUP
HARTFORD PLAZA
HARTFORD, CT 06115

Exec. Vice President and CFO

Signatures

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

03/01/2006

__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) Disposition to the issuer pursuant to Rule 16b-3.

(2) The option became fully exercisable on November 11, 2005, following the achievement of the following criteria: the closing price of the Company's common stock on New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.

(3) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Company'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 on June 18, 2003, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.

(5) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option became exercisable on February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.

The options will become exercisable upon the later of: (i) the date upon which the closing price of the underlying common stock on the New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from the grant date.

(7) 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 15, 2009, three years from the date of the grant.

(8) On February 15, 2006, the Company's Compensation and Personnel Committee determined to award a performance share payout, based on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2003 - December 31, 2005 performance period. The performance share payout was paid in cash on February 28, 2006.

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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