SMITH JAMES COPENHAVER

Form 4

October 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Number:

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OMB APPROVAL

3235-0287

January 31,

2005

Form 5 obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH JAMES COPENHAVER Issuer Symbol WEBSTER FINANCIAL CORP (Check all applicable) [WBS] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) C/O WEBSTER FINANCIAL 10/01/2009 Chairman & Chief Executive Off CORP, 145 BANK STREET (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

WATERBURY, CT 06702

(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. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	10/01/2009		A	4,295	A	\$ 11.8	47,056	D	
Common Stock	10/01/2009		F	1,700	D	\$ 11.8	45,356	D	
Common Stock							283,000	I	By Grantor Retained Annuity Trust
Common Stock							109,646	I	401(k)/ESOP
							7.997	I	

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Common Stock			Directly by Spouse
Common Stock	5,698	I	Directly by Spouse IRA
Common Stock	63,546	I	Trust for Children
Reminder: Report on a separate line for each class of securities benef	ficially owned directly or indirectly.		
	Persons who respond to the co	llection of	SEC 1474

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.625					12/07/2002	12/07/2009	Common Stock	44,700
Stock Option	\$ 22.81					10/23/2003	10/23/2010	Common Stock	247,925
Stock Option	\$ 29.84					12/17/2004	12/17/2011	Common Stock	61,975
Stock Option	\$ 34.6					12/16/2003(1)	12/16/2012	Common Stock	62,525
Stock Option	\$ 45.55					12/15/2004(1)	12/15/2013	Common Stock	65,728
Stock Option	\$ 49.62					12/20/2005(1)	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4					12/20/2006(1)	12/20/2015	Common Stock	47,182
Stock Option	\$ 48.88					12/19/2007(1)	12/19/2016	Common Stock	64,483
	\$ 32.03					12/18/2008(1)	12/18/2017		106,199

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Stock Option				Common Stock	
Stock Option	\$ 12.85	12/16/2009(1)	12/16/2018	Common Stock	213,674
Phantom Stock	(2)	<u>(3)</u>	(3)	Common Stock	58,965

Reporting Owners

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

Signatures

Renee P. Seefried by Power of
Attorney

**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) 4 yr. incremental vesting 25% vests each year for 4 years.
- (2) 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.
- (3) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.

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.

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