#### WEBSTER FINANCIAL CORP

Form 4

Common

Common

Stock

Stock

November 21, 2013

November 2	21, 2013						
FORM	ЛД					B APPROVAL	
Washington, D.C. 20549						3235-0287	
Check t if no lor subject Section Form 4	nger to STATE! 16. or	MENT OF CHA		ed average hours per			
obligati may con See Inst 1(b).	ons ons section 17	(a) of the Public	n 16(a) of the Securities Exchan Utility Holding Company Act Investment Company Act of 19	of 1935 or Section	n		
(Print or Type	Responses)						
1. Name and Address of Reporting Person * SMITH JAMES COPENHAVER			suer Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			STER FINANCIAL CORP S]	(Check all applicable)			
(Last) (First) (Middle)  C/O WEBSTER FINANCIAL			e of Earliest Transaction h/Day/Year) D/2013	_X Director 10% Owner			
CORP, 145	5 BANK STREET	Γ		Chairman	e Cilici Exc	cutive off	
			mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
WATERB	URY, CT 06702			_X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities A	cquired, Disposed of	, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	Title of 2. Transaction Date 2A. Deemed curity (Month/Day/Year) Execution Date, if		Code (Instr. 3, 4 and 5)	Beneficially For Owned Dir	wnership orm: irect (D) Indirect	m: Beneficial ect (D) Ownership indirect (Instr. 4)	
~			(A) or Code V Amount (D) Price	-	nstr. 4)		
Common Stock	11/20/2013		S $\frac{7,500}{\frac{(1)}{28.71}}$ D $\frac{\$}{28.71}$	297,375 D	)		
Common Stock				24,093 I		By Grantor Retained Annuity Trust	

Annuity Trust

401(k)/ESOP

Directly by

Spouse

120,632

7,997

5,698

I

Ι

I

#### Edgar Filing: WEBSTER FINANCIAL CORP - Form 4

Common Stock			Directly by Spouse IRA					
Common Stock	211,336	I	Trust for Children					
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.								

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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	\$ 45.55					12/15/2004(2)	12/15/2013	Common Stock	65,728
Stock Option	\$ 49.62					12/20/2005(2)	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4					12/20/2006(2)	12/20/2015	Common Stock	47,182
Stock Option	\$ 48.88					12/19/2007(2)	12/19/2016	Common Stock	64,483
Stock Option	\$ 32.03					12/18/2008(2)	12/18/2017	Common Stock	106,199
Stock Option	\$ 12.85					12/16/2009(2)	12/16/2018	Common Stock	213,674
Stock Option	\$ 23.81					02/22/2013(3)	02/22/2022	Common Stock	112,371
Stock Option	\$ 23					02/20/2014(3)	02/20/2023	Common Stock	126,373
Phantom Stock	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,812

## **Reporting Owners**

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

SMITH JAMES COPENHAVER C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702

Chairman & Chief Executive Off

### **Signatures**

Renee P. Seefried by Power of Attorney

11/21/2013

\*\*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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 22, 2012.
- (2) 4 yr. incremental vesting 25% vests each year for 4 years.
- (3) 3 yr. incremental vesting 33-1/3% vests each year for 3 years.
- (4) 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.
- (5) 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.

Reporting Owners 3