Pettie Mark Form 4 December 19, 2017

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

Check this box if no longer subject to Section 16.

Form 4 or

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

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Pettie Mark

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

WEBSTER FINANCIAL CORP

[WBS]

12/18/2017

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

_X__ Director Officer (give title below)

Issuer

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

> (Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5.14

WATERBURY, CT 06702

| | | | | | - | • • | * | • |
|------------|---------------------|--------------------|---------------------|--------------------|--------|------------------|--------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acc | quired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | on(A) or Disposed | of | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (D) | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5 | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (4) | | Reported | | |
| | | | | (A) | | Transaction(s) | | |
| | | | α 1 α | or | ъ. | (Instr. 3 and 4) | | |
| | | | Code V | Amount (D) | Price | | | |
| Common | 12/18/2017 | | M | 1,225 A | \$ | 19,696 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Number proof 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 | \$ 5.14 | 12/18/2017 | | M | 1,225 | 04/23/2010 | 04/23/2019 | Common Stock | 1,225 |

Reporting Owners

| Relationships | | | | |
|---------------|-------------------|--------------------|----------------------------|--|
| Director | 10% Owner | Officer | Other | |
| X | | | | |
| | 5.1.00 101 | Director 10% Owner | Director 10% Owner Officer | |

Signatures

Renee P. Seefried by Power of Attorney 12/19/2017

**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).

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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