

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 February 20, 2008

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 *
WOLIN NEAL S

(Last) (First) (Middle)

THE HARTFORD FINANCIAL SERVICES GROUP -, ONE HARTFORD PLAZA

(Street)

HARTFORD, CT 06155

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Restricted Stock Units					14,532.849	D	
Restricted Stock					10,334	D	
Common Stock	02/17/2008		F(1)		1,870	D	\$ 72.48
					4,854	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)

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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)	8. Price of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(2)	(3)	(4)	(5)
Stock Option	\$ 65.99					(2)	02/20/2014	Common Stock	19,345
Stock Option	\$ 71.27					(3)	02/19/2015	Common Stock	17,335
Stock Option	\$ 83					(4)	02/15/2016	Common Stock	15,546
Stock Option	\$ 93.69					(5)	02/27/2017	Common Stock	14,633
Stock Option	\$ 92.69					(6)	07/30/2017	Common Stock	10,668

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOLIN NEAL S
THE HARTFORD FINANCIAL SERVICES GROUP -
ONE HARTFORD PLAZA
HARTFORD, CT 06155

Executive Vice President

Signatures

/s/ Terence D. Shields, POA for Neal S. Wolin by Power of Attorney of Neal S. Wolin dated July 26, 2007

02/20/2008

__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) Transaction involving a disposition to the Company of equity securities in satisfaction of tax withholding obligations in connection with a distribution to the reporting person of restricted stock units pursuant to The Hartford's 2005 Incentive Stock Plan.

(2) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.

(3) The option became fully exercisable as of February 17, 2008, the third anniversary of the grant date.

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. The closing price condition to vesting was met on May 18, 2007.

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 27, 2010, three years from the date of the grant.

(6) 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) July 30, 2010, three years from the date of the grant.

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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