

Kreczko Alan J
Form 4
May 10, 2011

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 *
Kreczko Alan J

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)
E.V.P. and General Counsel

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

HARTFORD, CT 06155

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/06/2011 | | M | | 966.095 | A | Ⓛ |
| Common Stock | 05/06/2011 | | D | | 966.095 | D | \$ 28.58 |
| Restricted Stock Units | | | | | 14,753.771 | D | |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount of Underlying Security | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------|-------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Stock Options | \$ 65.99 | | | | | | (2) | 02/20/2014 | Common Stock | 3 |
| Stock Options | \$ 83 | | | | | | (3) | 02/15/2016 | Common Stock | 2 |
| Stock Options | \$ 93.69 | | | | | | (4) | 02/27/2017 | Common Stock | 2 |
| Stock Options | \$ 92.69 | | | | | | (5) | 07/30/2017 | Common Stock | 2 |
| Stock Options | \$ 74.88 | | | | | | (6) | 02/26/2018 | Common Stock | 8 |
| Stock Options | \$ 7.04 | | | | | | (7) | 02/25/2019 | Common Stock | 3 |
| Stock Option | \$ 28.91 | | | | | | (8) | 03/01/2021 | Common Stock | 3 |
| Restricted Units | (9) | | | | | | (9) | 02/25/2012(9) | Common Stock (9) | 17,9 |
| Restricted Units | (10) | | | | | | (10) | 07/31/2011(10) | Common Stock (10) | 44,8 |
| Restricted Units | (11) | | | | | | (11) | 02/25/2013(11) | Common Stock (11) | 23,0 |
| Deferred Units | (1) | 05/06/2011 | | M | 966.095 | | (12) | 05/03/2013(12) | Common Stock (12) | 966 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kreczko Alan J | | | E.V.P. and General Counsel | |

THE HARTFORD FINANCIAL SERVICES GROUP -
ONE HARTFORD PLAZA
HARTFORD, CT 06155

Signatures

/s/ Donald C. Hunt, POA for Laura A. Santirocco, POA for Alan J. Kreczko by Power of Attorney of Alan J. Kreczko dated February 18, 2010.

05/10/2011

__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) Each deferred unit is the economic equivalent of one share of the Company's common stock. On May 6, 2011, 966.095 of the reporting person's deferred units were settled for cash.
- (2) The option became fully exercisable as of February 18, 2007, the third anniversary of the grant date.
- (3) The option became fully exercisable on February 15, 2009, the third anniversary of the grant date.
- (4) The option became fully exercisable on February 27, 2010, the third anniversary of the grant date.
- (5) The option became fully exercisable on July 30, 2010, three years from the date of the grant.
- (6) The option became fully exercisable on February 26, 2011, three years from the date of the grant.
- (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 25, 2012, three years from the date of the grant. The pricing condition was met on April 22, 2009.
- (8) One third of the option will become exercisable on March 1, 2012, an additional one third of the option will become exercisable on March 1, 2013 and the remaining one-third of the option will become exercisable on March 1, 2014, the third anniversary of the grant date.
- (9) Each restricted unit will be settled in cash on the expiration date for an amount equal to the company's closing stock price on the New York Stock Exchange on the expiration date.
- (10) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days, after, July 31, 2011 (the "Valuation Date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the company's common stock on the valuation date as reported on the New York Stock Exchange.
- (11) Each restricted unit will be settled in cash as soon as practicable, and in any event within 90 days, after February 25, 2013 (the "Valuation Date"). The cash settlement payable per unit shall be equal to the closing stock price per share of the company's common stock on the valuation date as reported on the New York Stock Exchange.
- (12) One-third of the deferred unit award will be settled in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date (May 3, 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

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.