

ROBERTS MARK A  
Form 5  
January 08, 2009

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
ROBERTS MARK A

2. Issuer Name and Ticker or Trading Symbol  
United Financial Bancorp, Inc.  
[UBNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP and CFO

95 ELM STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WEST  
SPRINGFIELD, MA 01089

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	02/27/2008	Â	L	5 (1) A \$ 11.863	1,078	I	By IRA
Common Stock	05/28/2008	Â	L	6 (1) A \$ 12.15	1,084	I	By IRA
Common Stock	08/27/2008	Â	L	6 (1) A \$ 12.57	1,090	I	By IRA
Common Stock	12/02/2008	Â	L	5 (1) A \$ 13.2	1,095	I	By IRA

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Common Stock	02/27/2008	Â	L	18 <sup>(1)</sup>	A	\$ 11.863	49,826	D	Â
Common Stock	05/28/2008	Â	L	21 <sup>(1)</sup>	A	\$ 12.15	49,847	D	Â
Common Stock	08/27/2008	Â	L	20 <sup>(1)</sup>	A	\$ 12.57	49,867	D	Â
Common Stock	12/02/2008	Â	L	19 <sup>(1)</sup>	A	\$ 13.2	49,886	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	299	I	By ESOP

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

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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. 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. Amount or Number of Shares
Stock Options	\$ 11.66	Â	Â	Â	Â (A)	06/19/2009 06/19/2018	Common Stock	59,000 <sup>(2)</sup>
Stock Options	\$ 12.35	Â	Â	Â	Â (A)	08/17/2007 08/17/2016	Common Stock	61,406 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS MARK A 95 ELM STREET WEST SPRINGFIELD, MA 01089	Â	Â	Â EVP and CFO	Â

## Signatures

/s/ Mark A.  
Roberts

01/08/2009

\_\_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) Purchases made by broker pursuant to a dividend reinvestment plan.
  - (2) Options to purchase shares of common stock vest at a rate of 20% per year commencing on June 19, 2009. Also includes an equal number of stock appreciation rights.
  - (3) Options to purchase shares of common stock vest at a rate of 20% per year commencing on August 17, 2007. Also includes an equal number of stock appreciation rights.

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