

Bombara Beth Ann
Form 4
March 01, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Bombara Beth Ann

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)
Sr. Vice Pres. and Controller

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2012

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)	(A) or (D)	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	Price		
Common Stock	03/01/2012		M		8,739.926	A 10,424.903	D	
Common Stock	03/01/2012		D		8,739.926	D \$ 20.48 1,684.977	D	
Common Stock	03/01/2012		M		3,230.719	A 20 4,915.696	D	
Common Stock	03/01/2012		D		3,230.719	D \$ 20.48 1,684.977	D	
								20,898.843 D

Restricted
Stock
Units

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)

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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Stock Options	\$ 63.2							(3)	04/28/2014	Common Stock
Stock Options	\$ 28.91							(4)	03/01/2021	Common Stock
Stock Options	\$ 20.63	02/28/2012		A	21,592			(5)	02/28/2022	Common Stock
Restricted Units	(1)	03/01/2012		M	8,739.926			(1)	02/25/2012	Common Stock
Restricted Units	(2)	03/01/2012		M	3,230.719			(2)	02/25/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bombara Beth Ann
THE HARTFORD FINANCIAL SERVICES GROUP
ONE HARTFORD PLAZA
HARTFORD, CT 06155

Sr. Vice Pres. and Controller

Signatures

/s/ Anthony J. Salerno by POA for Beth A. Bombara dated January 28, 2012.

03/01/2012

**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 restricted unit is equal to one share of the Company's common stock. On March 1, 2012, 8739.926 of the reporting person's restricted units were settled for cash based upon the Company's closing stock price on the New York Stock Exchange on February 24, 2012.

(2) Each restricted unit is equal to one share of the Company's common stock. On March 1, 2012, 3230.719 of the reporting person's restricted units were settled for cash based upon the Company's closing stock price on the New York Stock Exchange on February 24, 2012.

(3) The options became fully exercisable on April 26, 2007, the third anniversary of the grant date.

(4) One third of the option became 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.

(5) One third of the option will become exercisable on February 28, 2013, an additional one third of the option will become exercisable on February 28, 2014 and the remaining one-third of the option will become exercisable on February 28, 2015, the third anniversary of the grant date.

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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