

WEBSTER FINANCIAL CORP
 Form 5
 February 17, 2015

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 *
WOLFE HARRIET MUNRETT

(Last) (First) (Middle)

C/O WEBSTER FINANCIAL
 CORP, 145 BANK STREET

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**WEBSTER FINANCIAL CORP
 [WBS]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

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)
 EVP - General Counsel

6. Individual or Joint/Group Reporting

(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)	Price	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)
Common Stock	^	^	^	^	^	^	34,153	D	^
Common Stock	^	^	^	^	^	^	7,415 ⁽¹⁾	I	401(k)/ESOP
Common Stock	^	^	^	^	^	^	9,992 ⁽²⁾	I	ESPP

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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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 47.4	Â	Â	Â	Â	Â	12/20/2006 ⁽³⁾	12/20/2015	Common Stock	4,041
Stock Option	\$ 48.88	Â	Â	Â	Â	Â	12/19/2007 ⁽³⁾	12/19/2016	Common Stock	5,774
Stock Option	\$ 32.03	Â	Â	Â	Â	Â	12/18/2008 ⁽³⁾	12/18/2017	Common Stock	9,510
Stock Option	\$ 12.85	Â	Â	Â	Â	Â	12/16/2009 ⁽³⁾	12/16/2018	Common Stock	21,379
Stock Option	\$ 23.81	Â	Â	Â	Â	Â	02/22/2013 ⁽⁴⁾	02/22/2022	Common Stock	13,366
Stock Option	\$ 23	Â	Â	Â	Â	Â	02/20/2014 ⁽⁴⁾	02/20/2023	Common Stock	15,528

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE HARRIET MUNRETT C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, Â CT Â 06702	Â	Â	Â	EVP - General Counsel Â

Signatures

Renee P. Seefried by Power of Attorney
02/17/2015

**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) Between January 1, 2014 and December 31, 2014, the reporting person acquired 495 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (2) Between January 1, 2014 and December 31, 2014, the reporting person acquired 745 shares of Webster Financial Corporation common stock under the Webster ESPP.
- (3) 4 yr. incremental vesting - 25% vests each year for 4 years.
- (4) 3 yr. incremental vesting - 33-1/3% vests each year for 3 years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.