

Swift Christopher
Form 4
May 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Swift Christopher

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)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

THE HARTFORD FINANCIAL SERVICES GROUP, ONE HARTFORD PLAZA
(Street)

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

HARTFORD, CT 06155
(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/06/2011 | | M | 1,444.408 | A | 1,444.408 | D |
| Common Stock | 05/06/2011 | | D | 1,444.408 | D | \$ 28.58 | 0 |
| Restricted Stock Units | | | | | | 57,094.966 | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4) | 8. Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options | \$ 28.91 | | | | | (2) 03/01/2021 | Common Stock | 9 |
| Restricted Units | (3) | | | | | (3) 05/03/2013(3) | Common Stock (3) | 36 |
| Deferred Units | \$ 28.58 | 05/06/2011 | | M | 1,444.408 | (4) 05/03/2013(4) | Common Stock (4) | 1, |
| Deferred Units | (5) | | | | | (5) 08/06/2013(5) | Common Stock (5) | 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Swift Christopher THE HARTFORD FINANCIAL SERVICES GROUP ONE HARTFORD PLAZA HARTFORD, CT 06155 | | | Executive VP and CFO | |

Signatures

s/ Donald C. Hunt, POA for Laura A. Santirocco, POA for Christopher J. Swift by Power of Attorney of Christopher J. Swift dated March 9, 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 equivalent of one share of the Company's common stock. On May 6, 2011, 1444.408 of the reporting person's deferred units were settled for cash.
- (2) 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.

Edgar Filing: Swift Christopher - Form 4

- (3) The restricted unit award will be settled in cash on the third anniversary of the grant date (May 3, 2010) based on the closing stock price on the New York Stock Exchange on the expiration date.

- One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second
(4) 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.

- One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second
(5) and third anniversaries of the grant date (August 6, 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.