

WEBSTER FINANCIAL CORP
 Form 4
 December 20, 2007

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 *
BROMAGE WILLIAM T

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

(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

WATERBURY, CT 06702

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Stock | | | | | 59,706 | D | |
| Common Stock | | | | | 6,637 | I | 401(k)/ESOP |
| Common Stock | | | | | 2,420 | I | ESPP |

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

SEC 1474 (9-02)

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option | \$ 32.03 | 12/18/2007 | | A | 45,516 | 12/18/2008 ⁽¹⁾ | 12/18/2017 | Common Stock | 45,516 |
| Stock Option | \$ 26.5 | | | | | 12/17/2001 | 12/17/2008 | Common Stock | 3,773 |
| Stock Option | \$ 25.5 | | | | | 09/23/2002 | 09/23/2009 | Common Stock | 3,920 |
| Stock Option | \$ 24.625 | | | | | 12/07/2002 | 12/07/2009 | Common Stock | 13,550 |
| Stock Option | \$ 21.875 | | | | | 04/27/2000 | 04/27/2010 | Common Stock | 10,000 |
| Stock Option | \$ 22.81 | | | | | 10/23/2003 | 10/23/2010 | Common Stock | 119,800 |
| Stock Option | \$ 29.84 | | | | | 12/17/2004 | 12/17/2011 | Common Stock | 29,950 |
| Stock Option | \$ 34.6 | | | | | 12/16/2003 ⁽¹⁾ | 12/16/2012 | Common Stock | 30,210 |
| Stock Option | \$ 45.55 | | | | | 12/15/2004 ⁽¹⁾ | 12/15/2013 | Common Stock | 29,340 |
| Stock Option | \$ 49.62 | | | | | 12/20/2005 ⁽¹⁾ | 12/20/2014 | Common Stock | 30,110 |
| Stock Option | \$ 47.4 | | | | | 12/20/2006 ⁽¹⁾ | 12/20/2015 | Common Stock | 23,400 |
| Stock Option | \$ 48.88 | | | | | 12/19/2007 ⁽¹⁾ | 12/19/2016 | Common Stock | 27,630 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BROMAGE WILLIAM T
C/O WEBSTER FINANCIAL CORP
145 BANK STREET
WATERBURY, CT 06702

X

President & COO

Signatures

Renee P. Seefried by Power of
Attorney

12/20/2007

__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) 4 yr. incremental vesting - 25% vests each year for 4 years.

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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