Plush Gerald P Form 4 September 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Plush Gerald P

2. Issuer Name and Ticker or Trading

Symbol

WEBSTER FINANCIAL CORP [WBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O WEBSTER FINANCIAL

(First)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 09/16/2010

Director 10% Owner X_ Officer (give title Other (specify below)

Sr.EVP - Chief Financial Off

CORP, 145 BANK STREET

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of an Paneficially On

WATERBURY, CT 06702

| (,) | () | Table Table | e I - Non-D | erivative | Secur | ities Acq | uirea, Disposea o | i, or Beneficial | ly Owned |
|-----------------|---------------------|--------------------|---|--------------------------|-----------|-------------|-------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | cution Date, if Transaction(A) or Disposed of (D) | | | | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Code (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (4) | | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 09/16/2010 | | A | 616 | A | \$ 17.41 | 45,272 | D | |
| Common Stock | 09/16/2010 | | F | 255 | D | \$ 17.41 | 45,017 | D | |
| Common Stock | | | | | | | 1,354 | I | By ESPP |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

(9-02)

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displays a currently valid OMB control number.

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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) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|--------------------------------------|--|--------|---------|---|--------------------|-----------------|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 47.81 | | | | | 07/05/2007(1) | 07/05/2016 | Common Stock | 10,612 |
| Stock Option | \$ 48.88 | | | | | 12/19/2007(1) | 12/19/2016 | Common Stock | 17,340 |
| Stock Option | \$ 32.03 | | | | | 12/18/2008(1) | 12/18/2017 | Common Stock | 28,970 |
| Stock Option | \$ 12.85 | | | | | 12/16/2009(1) | 12/16/2018 | Common Stock | 69,391 |

Reporting Owners

| Reporting Owner Name / Address | Keiationsinps | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

Plush Gerald P C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702

Sr.EVP - Chief Financial Off

Signatures

Renee P. Seefried by Power of Attorney 09/17/2010

**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.

Reporting Owners 2

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