SMITH JAMES COPENHAVER

Form 4 October 01, 2010

FORM 4

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

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

WEBSTER FINANCIAL CORP

3. Date of Earliest Transaction

(Month/Day/Year)

09/30/2010

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH JAMES COPENHAVER

(Last) (First) (Middle)

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

WATERBURY, CT 06702

(Street) 4. If Amendment, Date Original

[WBS]

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X Director 10% Owner Other (specify _X__ Officer (give title below) Chairman & Chief Executive Off

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/30/2010		Code V A	Amount 1,845 (1)	or (D)	Price \$ 17.56	(Instr. 3 and 4) 202,429	D	
Common Stock	09/30/2010		F	130 (2)	D	\$ 17.56	202,299	D	
Common Stock							231,243	I	By Grantor Retained Annuity Trust
Common Stock							109,732	I	401(k)/ESOP
							7,997	I	

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Common Stock			Directly by Spouse			
Common Stock	5,698	I	Directly by Spouse IRA			
Common Stock	63,546	I	Trust for Children			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly						

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year e			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	\$ 22.81					10/23/2003	10/23/2010	Common Stock	247,925	
Stock Option	\$ 29.84					12/17/2004	12/17/2011	Common Stock	61,975	
Stock Option	\$ 34.6					12/16/2003(3)	12/16/2012	Common Stock	62,525	
Stock Option	\$ 45.55					12/15/2004(3)	12/15/2013	Common Stock	65,728	
Stock Option	\$ 49.62					12/20/2005(3)	12/20/2014	Common Stock	60,707	
Stock Option	\$ 47.4					12/20/2006(3)	12/20/2015	Common Stock	47,182	
Stock Option	\$ 48.88					12/19/2007(3)	12/19/2016	Common Stock	64,483	
Stock Option	\$ 32.03					12/18/2008(3)	12/18/2017	Common Stock	106,199	
	\$ 12.85					12/16/2009(3)	12/16/2018		213,674	

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Stock Option			Common Stock		
Phantom Stock	<u>(4)</u>	<u>(5)</u> <u>(5</u>	Common Stock	102,996	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SMITH JAMES COPENHAVER
C/O WEBSTER FINANCIAL CORP
145 BANK STREET

WATERBURY, CT 06702

Relationships

Other

Other

Signatures

Renee P. Seefried by Power of Attorney 10/01/2010

**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) Shares purchased as part of the Stock in Lieu of Salary Program.
- (2) Shares withheld for taxes as part of the Stock in Lieu of Salary Program.
- (3) 4 yr. incremental vesting 25% vests each year for 4 years.
- (4) Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- (5) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.

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.

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