

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 February 17, 2006

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 *
 ZNAMIEROWSKI DAVID M

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President

(Last) (First) (Middle)
 THE HARTFORD FINANCIAL SERVICES GROUP, HARTFORD PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2006

(Street)
 HARTFORD, CT 06115

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Restricted Stock Units | 02/15/2006 | | A | | 5,220.884 | A | \$ 83 |
| Restricted Stock | | | | | 14,000 | D | |
| Common Stock | | | | | 8,565 | D | |

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

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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) | 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 or Number of Shares |
| Stock Option | \$ 59.0917 | | | | | (1) 02/20/2009 | Common Stock 7,91 |
| Stock Option | \$ 56.375 | | | | | (2) 07/21/2010 | Common Stock 12,37 |
| Stock Option | \$ 65.85 | | | | | (3) 02/23/2012 | Common Stock 44,79 |
| Stock Option | \$ 65.99 | | | | | (4) 02/20/2014 | Common Stock 25,03 |
| Stock Option | \$ 71.27 | | | | | (5) 02/19/2015 | Common Stock 15,89 |
| Stock Option | \$ 83 | 02/15/2006 | | A | 15,546 | (6) 02/15/2016 | Common Stock 15,54 |
| Performance Shares | \$ 83 | 02/15/2006 | | A | 29,436 | (7) (7) | Common Stock 29,43 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZNAMIEROWSKI DAVID M THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115 | | | Executive Vice President | |

Signatures

/s/ Amanda Grabowski Aquino, POA for David M. Znamierowski by Power of Attorney of David M. Znamierowski dated February 19, 2004. 02/17/2006

__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) The option became fully exercisable as of February 18, 2002, the third anniversary of the grant.

On July 19, 2000, the reporting person was granted an option to purchase shares of common stock. The option cumulatively vests in four

(2) equal installments, subject to the Issuer's satisfaction of certain performance criteria each year. The performance criteria for 2000, 2001 and 2002 were met, resulting in vesting of the option as to 12,375 shares, which shall be exercisable commencing March 1, 2004.

(3) The option became fully exercisable on November 17, 2005, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.

One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on

(4) February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.

The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock

(5) Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008 (three years from the grant date).

The option becomes fully exercisable upon the later of: (i) the date on which the closing stock price on the New York Stock Exchange

(6) equals or exceeds 125% of the exercise price for 10 consecutive trading days or (ii) February 15, 2009, three years from the date of the grant.

On February 15, 2006, the Company's Compensation and Personnel Committee determined to award a performance share payout, based

(7) on the level of the Company's performance relative to pre-established performance objectives, for the January 1, 2003 - December 31, 2005 performance period. The performance share payout will be paid in cash at the end of the Company's next payroll period.

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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