

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 *
 AYER RAMANI

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)
 Chairman, President and CEO

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

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

HARTFORD, CT 06115
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Restricted Stock Units | 02/15/2006 | | A | | 24,096.386 | A | \$ 83 |
| Restricted Stock | | | | | 35,300 | D | |
| Common Stock | | | | | 16,900 | I ⁽¹⁾ | |

By
 Limited Liability Company

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Common
Stock

184,519 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option | \$ 36.125 | | | | | (2) 01/24/2007 | Common Stock 84,000 |
| Stock Option | \$ 44.47 | | | | | (3) 12/17/2007 | Common Stock 169,000 |
| Stock Option | \$ 46.315 | | | | | (4) 02/21/2008 | Common Stock 112,000 |
| Stock Option | \$ 45.5 | | | | | (6) 10/14/2008 | Common Stock 114,000 |
| Stock Option | \$ 51 | | | | | (7) 02/18/2009 | Common Stock 165,000 |
| Stock Option | \$ 34 | | | | | (8) 02/18/2010 | Common Stock 408,000 |
| Stock Option | \$ 62.07 | | | | | (9) 02/23/2011 | Common Stock 222,000 |
| Stock Option | \$ 65.85 | | | | | (10) 02/23/2012 | Common Stock 201,000 |
| Stock Option | \$ 37.37 | | | | | (11) 02/22/2013 | Common Stock 171,000 |
| Stock Option | \$ 65.99 | | | | | (12) 02/20/2014 | Common Stock 96,700 |
| Stock Option | \$ 71.27 | | | | | (13) 02/19/2015 | Common Stock 79,400 |
| Stock Option | \$ 83 | 02/15/2006 | | A | 71,750 | (14) 02/15/2016 | Common Stock 71,750 |

| | | | | | | | | |
|--------------------|-------|------------|---|---------|------|------|--------------|------|
| Performance Shares | \$ 83 | 02/15/2006 | A | 108,376 | (15) | (15) | Common Stock | 108, |
|--------------------|-------|------------|---|---------|------|------|--------------|------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AYER RAMANI THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115 | X | | Chairman, President and CEO | |

Signatures

/s/ Amanda Grabowski Aquino, POA for Ramani Ayer by Power of Attorney of Ramani Ayer 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) Shares of common stock held by a Limited Liability Company of which Mr. Ayer and his spouse are the co-managing and sole members.
- (2) The option became fully exercisable as of January 24, 2000, the third anniversary of the grant date.
- (3) The option became fully exercisable as of March 1, 2001, following the achievement of the following criteria: prior to March 1, 2001, the closing price of the Issuer's Common Stock on the New York Stock Exchange reached (i) \$61.50 for 10 or more consecutive trading days, (ii) \$63.00 for 10 or more consecutive trading days, and (iii) \$65.00 for 10 or more consecutive trading days.
- (4) The option became fully exercisable as of February 19, 2001, the third anniversary of the grant date.
- (5) Option held by a Grantor Retained Annuity Trust of which Mr. Ayer is Trustee.
- (6) The option became fully exercisable as of April 15, 1999, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (7) The option became fully exercisable as of August 16, 2000, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (8) The option became fully exercisable as of April 11, 2000, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (9) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Issuer's Common Stock reached 125% of the grant price for at least 10 consecutive trading days.
- (10) 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.
- (11) The option became fully exercisable as of June 18, 2003, following the achievement of the following criteria: the closing price of the Issuer's Common Stock on the New York Stock Exchange reached 125% of the grant price for 10 consecutive trading days.
- (12) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on 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.
- (13) The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock 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).

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

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