

MCCARTHY JOHN FRANCIS

Form 5/A

January 16, 2003

1. Name and Address of Reporting Person
 McCarthy, John F.
 Webster Plaza
 Waterbury, CT 06702-
2. Issuer Name and Ticker or Trading Symbol
 Webster Financial Corporation (WBS)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 4/2002 R1
5. If Amendment, Date of Original (Month/Day/Year)
 12/31/2001
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
7. 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	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amou Secu Bene Owe End Mont		
			Code	V	Amount	A/D	Price	
Common Stock	04/25/2002	A		V	445	A	\$0.0000	20787
Common Stock								3816
Common Stock								19706
Common Stock								5218

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	4.	5.	6.	7.	8.
Title of Derivative Security	Deriv- ative Security	tion Date (Month/ Day/Year)	tion Code	V	Acquired (A) Disposed (D)	Date Exer- cisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities Amount or Number of Shares
Stock Options	\$21.875					04/27/2010	Common

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(Right to buy)									Stock		
Stock Option	\$10.8214						11/21/2004		Common		
									Stock		
Stock Option	\$18.0804						06/23/2007		Common		
									Stock		
Stock Option	\$30.6						04/26/2011		Common		
									Stock		
Stock Option	\$38.54	04/25/2002	A	V	4000	04/25/2002	04/25/2012		Common	4000	\$
									Stock		

Explanation of Responses:

SIGNATURE OF REPORTING PERSON
/s/ Renee P. Seefried by Power of Atty.

DATE
01/16/2003