JACOBI C MICHAEL

Form 4 April 24, 2009

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.

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

See Instruction 1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

JACOBI C MICHAEL

(Zip)

(First) (Middle)

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

(Street)

WATERBURY, CT 06702

2. Issuer Name and Ticker or Trading

Symbol

WEBSTER FINANCIAL CORP [WBS]

3. Date of Earliest Transaction

(Month/Day/Year) 04/23/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X_ Director

Officer (give title

Issuer

below)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

04/23/2009

(State)

(Month/Day/Year)

3. TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) Transaction(s) or (Instr. 3 and 4) Price (D)

Code V Amount

\$0 A 1,616 Α 24,729 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)

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| 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 orDerivative 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 | \$ 5.14 | 04/23/2009 | | A | 25,423 | 04/23/2010 | 04/23/2019 | Common Stock | 25,423 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|--|
| F 8 | Director | 10% Owner | Officer | Other | |
| JACOBI C MICHAEL C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702 | X | | | | |
| 0' | | | | | |

Signatures

Renee P. Seefried by Power of
Attorney

**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).

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. (5) (6) Common Stock 427 \$ 39.679 26,933.972 I by Grantor Trust (4)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|-------------------|-------|--|
| FB | Director | 10% Owner | Officer | Other | |
| JHA SANJAY K 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714 | | | President, QCT | | |
| Δ' ' | | | | | |

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Sanjay
K. Jha

**Signature of Reporting Person

Date

Reporting Owners 2

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Explanation of Responses:

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- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities held by Sanjay K. Jha and Fiona Mackin-Jha Trustees for the Jha Family Trust dtd. 1/4/00.
- (2) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) The options vest 10% on this date and the remaining balance vests monthly thereafter. The option is fully vested five years after the date of grant.
- (4) The common stock issued under the terms of the Company's Executive Retirement Matching Contribution Plan, a tax conditioned plan, is exempt under Rule 16b-3. The shares are held in a grantor trust and stock is the only permissable form of distribution under the Plan.
 - The rights awarded under the Company's Executive Retirement Matching Contribution Plan will be eligible for distribution upon
- (5) termination and vest according to the following schedule: 100% at age 65 with acceleration provisions (1) at the rate of 25% per year for each subsequent year of participation, (2) after the individual reaches age 61, or (3) if they have more than 10 years of service.
- (6) The rights awarded under the Company's Executive Retirement Matching Contribution Plan will be eligible for distribution upon termination.

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