WEBSTER FINANCIAL CORP
Form 4
December 22, 2004

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROMAGE WILLIAM T

(Last) (First) (Middle)

WEBSTER PLAZA

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WEBSTER FINANCIAL CORP [WBS]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2004		A		4,050	A	$ 0	35,793	D	
Common Stock								3,537	I	401(k)
Common Stock								1,290	I	ESOP
Common Stock								1,899	I	ESPP

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 Options (Right to buy)	$ 21.875							04/27/2000	04/27/2010	Common Stock	10,000
Stock Options (Right to buy)	$ 22.81							10/23/2003	10/23/2010	Common Stock	119,800
Stock Options (Right to buy)	$ 24.625							12/07/2002	12/07/2009	Common Stock	13,550
Stock Options (Right to buy)	$ 25.5							09/23/2002	09/23/2009	Common Stock	10,000
Stock Options (Right to buy)	$ 29.84							12/17/2004	12/17/2011	Common Stock	29,950
Stock Options (Right to buy)	$ 34.6							12/16/2003	12/16/2012	Common Stock	30,219
Stock Options (Right to buy)	$ 45.55							12/15/2004	12/15/2013	Common Stock	29,343
	$ 49.62	12/20/2004		A		30,113		12/20/2005	12/20/2014		30,113

Stock Options (Right to buy)					Common Stock	
Stock Option	$ 17.75		12/31/1998	10/21/2006	Common Stock	15,000
Stock Option	$ 19.0938		12/23/1998	12/23/2006	Common Stock	10,000
Stock Option	$ 26.5		12/17/2001	12/17/2008	Common Stock	8,750
Stock Option	$ 31.75		12/15/2000	12/15/2007	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROMAGE WILLIAM T WEBSTER PLAZA WATERBURY, CT 06702	X		President	

Signatures

Renee P. Seefried by Power of Atty.	12/22/2004
**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) 4 yr. incremental vesting - 25% vests each year for 4 years

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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