

Zlatkus Lizabeth H  
 Form 4  
 May 10, 2011

**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 \*  
 Zlatkus Lizabeth H

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/06/2011

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

THE HARTFORD FINANCIAL SERVICES GROUP -, ONE HARTFORD PLAZA  
 (Street)

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

HARTFORD, CT 06155  
 (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 Beneficial Ownership (Instr. 4)
Restricted Stock Units					74,999.135	D	
Common Stock	05/06/2011		M	3,396.489 A	25,151.474	D	
Common Stock	05/06/2011		D	3,396.489 D	\$ 28.58 21,754.985	D	
Restricted Stock					4,600	D	

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

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(9-02)

**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)	8. An	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Nu Sh
Stock Options	\$ 65.99					<u>(2)</u>	02/20/2014	Common Stock	
Stock Options	\$ 71.27					<u>(3)</u>	02/19/2015	Common Stock	
Stock Options	\$ 83					<u>(4)</u>	02/15/2016	Common Stock	
Stock Options	\$ 93.69					<u>(5)</u>	02/27/2017	Common Stock	
Stock Options	\$ 92.69					<u>(6)</u>	07/30/2017	Common Stock	
Stock Options	\$ 74.88					<u>(7)</u>	02/26/2018	Common Stock	
Stock Options	\$ 7.04					<u>(8)</u>	02/25/2019	Common Stock	
Stok Options	\$ 28.91					<u>(9)</u>	03/01/2021	Common Stock	
Restricted Units	<u>(10)</u>					<u>(10)</u>	02/25/2012 <sup>(10)</sup>	Common Stock <sup>(10)</sup>	65
Restricted Units	<u>(11)</u>					<u>(11)</u>	11/05/2012 <sup>(11)</sup>	Common Stock <sup>(11)</sup>	19
Restricted Units	<u>(12)</u>					<u>(12)</u>	02/25/2013 <sup>(12)</sup>	Common Stock <sup>(12)</sup>	44
Deferred Units	<u>(13)</u>					<u>(13)</u>	11/05/2011 <sup>(13)</sup>	Common Stock <sup>(13)</sup>	6
Deferred Units	<u>(14)</u>					<u>(14)</u>	02/25/2012 <sup>(14)</sup>	Common Stock <sup>(14)</sup>	12
	<u>(1)</u>	05/06/2011		M	3,396.489	<u>(15)</u>	05/03/2013 <sup>(15)</sup>		



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settlement date. Deferred units are fully vested when credited.

(14) Each deferred unit will be settled in cash as soon as practicable, and in any event within 90 days, after the second anniversary of the grant date (February 25, 2010) for an amount equal to the Company's closing stock price on the New York Stock Exchange on the settlement date. Deferred units are fully vested when credited.

(15) One-third of the deferred unit award will be settled in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date (May 3, 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

(16) One-third of the deferred unit award will be settled in cash as soon as practicable, and in any event within 90 days, after the first, second and third anniversaries of the grant date (August 6, 2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

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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