

WEBSTER FINANCIAL CORP

Form 5

February 10, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
WOLFE HARRIET MUNRETT

(Last) (First) (Middle)

**C/O WEBSTER FINANCIAL
CORP, 145 BANK STREET**

(Street)

WATERBURY, CT 06702

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**WEBSTER FINANCIAL CORP
[WBS]**3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

EVP - General Counsel

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2016	12/31/2016	W	58,493	W	1.00	58,493	D	ESOP
Common Stock	12/31/2016	12/31/2016	W	8,383	W	1.00	8,383 (1)	I	401(k)/ESOP
Common Stock	12/31/2016	12/31/2016	W	11,340	W	1.00	11,340 (2)	I	ESPP

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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 Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 12.85	Â	Â	Â	Â Â	12/16/2009 ⁽³⁾ 12/16/2018	Common Stock 8,836
Stock Option	\$ 23.81	Â	Â	Â	Â Â	02/22/2013 ⁽⁴⁾ 02/22/2022	Common Stock 13,366
Stock Option	\$ 23	Â	Â	Â	Â Â	02/20/2014 ⁽⁴⁾ 02/20/2023	Common Stock 15,528

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOLFE HARRIET MUNRETT C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY,Â CTÂ 06702	Â Â Â EVP - General Counsel Â

Signatures

Renee P. Seefried by Power of Attorney 02/10/2017

__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).

- Between January 1, 2016 and December 31, 2016, the reporting person acquired 490 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- Between January 1, 2016 and December 31, 2016, the reporting person acquired 669 shares of Webster Financial Corporation common stock under the Webster ESPP.

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(3) 4 yr. incremental vesting - 25% vests each year for 4 years.

(4) 3 yr. incremental vesting - 33-1/3% vests each year for 3 years.

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