#### WEBSTER FINANCIAL CORP

Form 4

December 18, 2007

December 18, 2007										
FORM 4 LINITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
UIN.	Washington, D.C. 20549						r: 3235-0			
Check this box if no longer subject to Section 16.  SECURITES  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITES							January 2 ed average hours per se	31, 005 0.5		
(Print or Type Responses)										
1. Name and Address of Re SMITH JAMES COPI	2. Issuer Name Symbol WEBSTER F [WBS]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)						
(Last) (First) (Middle) 3. Date (Month/C/O WEBSTER FINANCIAL 12/16/2 CORP, 145 BANK STREET			st Transaction ar)	1	_X Director 10% Owner X Officer (give title Other (specify below)					
(Street) WATERBURY, CT 0	4. If Amendmen Filed(Month/Day,	amendment, Date Original Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State)	(Zip)	Table I - N	on-Derivativo	e Securities Ac	quired, Disposed	of, or Benef	icially Owned			
	rity (Month/Day/Year) Execution Date, if			ies Acquired sposed of (D) 4 and 5)  (A) or (D) Price	Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

Common Stock	12/16/2007	F	935	D D	\$ 32.28	97,476	D	
Common Stock						111,000	I	By Grantor Retained Annuity Trust
Common Stock						89,200	I	401(k)/ESOP
Common Stock						62,997	I	Directly by Spouse
						5,698	I	

### Edgar Filing: WEBSTER FINANCIAL CORP - Form 4

C 1474 (9-02)
stody for ldren
ectly by ouse IRA
}

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. onNumber 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 Option	\$ 33.75					04/30/1998	04/30/2008	Common Stock	200,000
Stock Option	\$ 33.875					06/30/1998	06/30/2008	Common Stock	200,000
Stock Option	\$ 24.625					12/07/2002	12/07/2009	Common Stock	44,700
Stock Option	\$ 22.81					10/23/2003	10/23/2010	Common Stock	247,925
Stock Option	\$ 29.84					12/17/2004	12/17/2011	Common Stock	61,975
Stock Option	\$ 34.6					12/16/2003(1)	12/16/2012	Common Stock	62,525
Stock Option	\$ 45.55					12/15/2004(1)	12/15/2013	Common Stock	65,728
Stock Option	\$ 49.62					12/20/2005(1)	12/20/2014	Common Stock	60,707
Stock Option	\$ 47.4					12/20/2006(1)	12/20/2015	Common Stock	47,182
	\$ 48.88					12/19/2007(1)	12/19/2016		64,483

#### Edgar Filing: WEBSTER FINANCIAL CORP - Form 4

Stock Common Option Stock Phantom Common (2) (3) (3) 12,322 Stock Stock

## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director SMITH JAMES COPENHAVER C/O WEBSTER FINANCIAL CORP X Chairman & Chief Executive Off 145 BANK STREET WATERBURY, CT 06702

Date

# **Signatures**

Renee P. Seefried by Power of 12/18/2007 Attorney \*\*Signature of Reporting Person

### **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.
- Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster (3) Financial Corporation.

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.

Reporting Owners 3