

WEBSTER FINANCIAL CORP

Form 4

April 12, 2016

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.
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAWFORD JOHN JOSEPH

(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. Date of Earliest Transaction
(Month/Day/Year)
04/01/2016

4. 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)

6. Individual or Joint/Group Filing(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)	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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					22,605	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**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 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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 47.92	04/01/2016		G ⁽¹⁾	V		4,618	04/20/2007	04/20/2016	Common Stock	4,618
Stock Option	\$ 47.92	04/01/2016		G ⁽¹⁾	V	4,618		04/20/2007	04/20/2016	Common Stock	4,618
Stock Option	\$ 45.55	04/01/2016		G ⁽¹⁾	V		4,971	04/26/2008	04/26/2017	Common Stock	4,971
Stock Option	\$ 45.55	04/01/2016		G ⁽¹⁾	V	4,971		04/26/2008	04/26/2017	Common Stock	4,971
Stock Option	\$ 25.15	04/01/2016		G ⁽¹⁾	V		11,516	04/24/2009	04/24/2018	Common Stock	11,516
Stock Option	\$ 25.15	04/01/2016		G ⁽¹⁾	V	11,516		04/24/2009	04/24/2018	Common Stock	11,516
Stock Option	\$ 5.14	04/01/2016		G ⁽¹⁾	V		25,423	04/23/2010	04/23/2019	Common Stock	25,423
Stock Option	\$ 5.14	04/01/2016		G ⁽¹⁾	V	25,423		04/23/2010	04/23/2019	Common Stock	25,423

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CRAWFORD JOHN JOSEPH C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	X

Signatures

Renee P. Seefried by Power of Attorney
04/12/2016

**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) The reporting person transferred this option as a gift to his spouse.

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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