WEBSTER FINANCIAL CORP

Form 4

December 18, 2008

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SAVAGE JOSEPH J

2. Issuer Name and Ticker or Trading

Symbol

WEBSTER FINANCIAL CORP [WBS]

Issuer

below)

(Check all applicable)

EVP, Commercial Banking

below)

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

12/16/2008

Director 10% Owner Other (specify X_ Officer (give title

5. Relationship of Reporting Person(s) to

(Street) 4. If Amendment, Date Original

Filed(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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WATERBURY, CT 06702

C/O WEBSTER FINANCIAL

CORP, 145 BANK STREET

(City) (State) (Zip) 1. Title of

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and	4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share

Reporting Owners

\$ 12.85

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

34,400

SAVAGE JOSEPH J C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702

EVP, Commercial Banking

Common

Stock

34,400

12/16/2009(1) 12/16/2018

Signatures

Stock

Option

Renee P. Seefried by Power of Attorney 12/18/2008

12/16/2008

**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. 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. LE="font-family:Times New Roman; font-size:10pt">Name: Paul AbelTitle:

Senior Vice President, General

Counsel & Secretary

Date: July 27, 2016

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