HARTFORD FINANCIAL SERVICES GROUP INC/DE
Form 4
May 23, 2008

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY EDWARD J III

(Last) (First) (Middle)

THE HARTFORD FINANCIAL SERVICES GROUP, ONE HARTFORD PLAZA

(Street)

HARTFORD, CT 06155

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Restricted Stock	05/21/2008		A		2,172	A	$ 69.07	5,711	D	
Common Stock								5,789	D	

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

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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)		8. Price Derivat Securit (Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 66.1							(1)	05/16/2011	Common Stock	2,644	
Stock Option	$ 65.85							(2)	02/23/2012	Common Stock	2,448	
Stock Option	$ 37.37							(3)	02/22/2013	Common Stock	5,080	
Stock Option	$ 65.99							(4)	02/20/2014	Common Stock	2,731	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY EDWARD J III THE HARTFORD FINANCIAL SERVICES GROUP ONE HARTFORD PLAZA HARTFORD, CT 06155	X			

Signatures

/s/ Amanda Grabowski Aquino, POA for Edward J. Kelly, III by Power of Attorney of Edward J. Kelly, III dated July 19, 2007.	05/23/2008
**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) The option became fully exercisable on May 16, 2004, the third anniversary of the grant date.

(2) The option became fully exercisable on February 21, 2005, the third anniversary of the grant date.

(3) The option became fully exercisable on February 20, 2006, the third anniversary of the grant date.

(4) The option became fully exercisable on February 18, 2007, the third anniversary of the grant date.

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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