

WEBSTER FINANCIAL CORP
Form 4
January 27, 2017

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBI C MICHAEL

2. Issuer Name and Ticker or Trading Symbol
WEBSTER FINANCIAL CORP
[WBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2017

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

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WATERBURY, CT 06702

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 01/26/2017 | | M | | | 4,971 | A | \$ 45.55 | 23,389 | D | |
| Common Stock | 01/26/2017 | | S | | | 4,971 | D | \$ 54.5523 (1) | 18,418 | D | |
| Common Stock | 01/26/2017 | | M | | | 11,516 | A | \$ 25.15 | 29,934 | D | |
| Common Stock | 01/26/2017 | | S | | | 11,516 | D | \$ 54.4823 (2) | 18,418 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------|--------|---|
| Common Stock | 01/26/2017 | M | 25,423 | A | \$ 5.14 | 43,841 | D |
| Common Stock | 01/26/2017 | S | 25,423 | D | \$ <u>(3)</u> | 18,418 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 45.55 | 01/26/2017 | | M | 4,971 | 04/26/2008 04/26/2017 | Common Stock 4,971 |
| Stock Option | \$ 25.15 | 01/26/2017 | | M | 11,516 | 04/24/2009 04/24/2018 | Common Stock 11,516 |
| Stock Option | \$ 5.14 | 01/26/2017 | | M | 25,423 | 04/23/2010 04/23/2019 | Common Stock 25,423 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JACOBI C MICHAEL C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702 | X | | | |

Signatures

Renee P. Seefried by Power of Attorney
01/27/2017

**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).
- (1) The reporting person sold 4,971 shares of Webster Common Stock at prices ranging from \$54.44 to \$54.81. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (2) The reporting person sold 11,516 shares of Webster Common Stock at prices ranging from \$54.43 to \$54.69. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (3) The reporting person sold 25,423 shares of Webster Common Stock at prices ranging from \$54.33 to \$54.81 Full information regarding the number of shares sold at each separate price will be provided upon request.

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.