

WEBSTER FINANCIAL CORP
 Form 4
 May 02, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 CIULLA JOHN R

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)
 C/O WEBSTER FINANCIAL
 CORP, 145 BANK STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/28/2016

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

WATERBURY, CT 06702

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/28/2016		M	2,500	A	\$ 12.85	36,392 D
Common Stock	04/28/2016		S	1,426	D	\$ 37.06	34,966 D
Common Stock	04/29/2016		M	8,622	A	\$ 32.03	43,588 D
Common Stock	04/29/2016		S	7,936	D	\$ 36.434	35,652 D
						(1)	
	04/29/2016		M	5,000	A	\$ 12.85	40,652 D

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Common
Stock

Common Stock	04/29/2016	S	2,869	D	\$ 36.437 <u>(2)</u>	37,783	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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 (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)	Amount or Number of Shares
Stock Option	\$ 12.85	04/28/2016		M	2,500	12/16/2009 ⁽³⁾ 12/16/2018	Common Stock	2,500
Stock Option	\$ 32.03	04/29/2016		M	8,622	12/18/2008 ⁽³⁾ 12/18/2017	Common Stock	8,622
Stock Option	\$ 12.85	04/29/2016		M	5,000	12/16/2009 ⁽³⁾ 12/16/2018	Common Stock	5,000

Reporting Owners

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

Signatures

Renee P. Seefried by Power of
Attorney

05/02/2016

__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 sold 7,936 shares of Webster Common Stock in a sell-to-cover stock option exercise at prices ranging from \$36.43 to \$36.44. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (2) The reporting person sold 2,869 shares of Webster Common Stock in a sell-to-cover stock option exercise at prices ranging from \$36.43 to \$36.44. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (3) 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.

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