

WEBSTER FINANCIAL CORP

Form 5

February 10, 2017

**FORM 5****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).Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported**ANNUAL 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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
**WOLFE HARRIET MUNRETT**

(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. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2016**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)

EVP - General Counsel

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	12/31/2016	12/31/2016	W	15,000		\$3.89	58,493	D	W
Common Stock	12/31/2016	12/31/2016	W	1,000		\$8.38	8,383 <sup>(1)</sup>	I	401(k)/ESOP
Common Stock	12/31/2016	12/31/2016	W	1,500		\$7.56	11,340 <sup>(2)</sup>	I	ESPP

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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.**

SEC 2270  
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 12.85	Â	Â	Â	Â Â	12/16/2009 <sup>(3)</sup> 12/16/2018	Common Stock 8,836
Stock Option	\$ 23.81	Â	Â	Â	Â Â	02/22/2013 <sup>(4)</sup> 02/22/2022	Common Stock 13,366
Stock Option	\$ 23	Â	Â	Â	Â Â	02/20/2014 <sup>(4)</sup> 02/20/2023	Common Stock 15,528

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE HARRIET MUNRETT C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY,Â CTÂ 06702	Â	Â	Â EVP - General Counsel	Â

## Signatures

Renee P. Seefried by Power of Attorney 02/10/2017

\_\_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).

- Between January 1, 2016 and December 31, 2016, the reporting person acquired 490 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- Between January 1, 2016 and December 31, 2016, the reporting person acquired 669 shares of Webster Financial Corporation common stock under the Webster ESPP.

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(3) 4 yr. incremental vesting - 25% vests each year for 4 years.

(4) 3 yr. incremental vesting - 33-1/3% vests each year for 3 years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.