

WEBSTER FINANCIAL CORP
 Form 4
 February 21, 2014

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

OMB APPROVAL
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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 *
 SMITH JAMES COPENHAVER

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & Chief Executive Off

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2014

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	02/19/2014		S	(1)	7,500	D	
Common Stock	02/19/2014		A		13,678	A	
Common Stock						I	By Grantor Retained Annuity Trust
Common Stock						I	401(k)/ESOP
						I	

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Common Stock			Directly by Spouse
Common Stock	5,698	I	Directly by Spouse IRA
Common Stock	211,336	I	Trust for Children

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)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 49.62					12/20/2005 ⁽²⁾	12/20/2014	Common Stock	60,707		
Stock Option	\$ 47.4					12/20/2006 ⁽²⁾	12/20/2015	Common Stock	47,182		
Stock Option	\$ 48.88					12/19/2007 ⁽²⁾	12/19/2016	Common Stock	64,483		
Stock Option	\$ 32.03					12/18/2008 ⁽²⁾	12/18/2017	Common Stock	106,199		
Stock Option	\$ 12.85					12/16/2009 ⁽²⁾	12/16/2018	Common Stock	213,674		
Stock Option	\$ 23.81					02/22/2013 ⁽³⁾	02/22/2022	Common Stock	112,371		
Stock Option	\$ 23					02/20/2014 ⁽³⁾	02/20/2023	Common Stock	126,373		
Phantom Stock	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	200,916		

