

HARTFORD FINANCIAL SERVICES GROUP INC/DE  
 Form 4  
 April 17, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PRICE ROBERT J**

(Last) (First) (Middle)

**THE HARTFORD FINANCIAL SERVICES GROUP, HARTFORD PLAZA**

(Street)

**HARTFORD, CT 06115**

(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)

**04/16/2006**

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)  
**Sr. Vice Pres. and Controller**

6. Individual or Joint/Group Filing(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 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)
			Code	V	Amount	(D)	Price
Restricted Stock Units					3,202.7318	D	
Restricted Stock					7,968	D	
Common Stock	04/16/2006		F(1)		530	D	\$ 80.91 2,728

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**

SEC 1474 (9-02)

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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 of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 64.73					(2)	06/05/2012	Common Stock	6,681
Stock Option	\$ 37.37					(3)	02/22/2013	Common Stock	6,986
Stock Option	\$ 65.99					(4)	02/20/2014	Common Stock	6,145
Stock Option	\$ 71.27					(5)	02/19/2015	Common Stock	5,205
Stock Option	\$ 83					(6)	02/15/2016	Common Stock	4,713

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRICE ROBERT J THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115			Sr. Vice Pres. and Controller	

## Signatures

/s/ Amanda Grabowski Aquino, POA for Robert J. Price by Power of Attorney of Robert J. Price dated February 19, 2004

04/17/2006

\_\_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) Transaction involving a disposition to the Company of equity securities to satisfy tax withholding obligations in connection with the vesting of restricted stock.
- (2) The option became fully exercisable on June 3, 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) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option became exercisable on February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.  
The option will become exercisable upon the later of: (i) the date upon which the closing price of the underlying common stock on the New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from the grant date.
- (5) New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from the grant date.
- (6) One-third of the option will become exercisable on February 15, 2007, an additional one-third of the option will become exercisable on February 15, 2008 and the remaining one-third of the option will become exercisable on February 15, 2009, 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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