

WEBSTER FINANCIAL CORP  
 Form 4/A  
 July 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 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)

(Last) (First) (Middle)  
 WEBSTER PLAZA  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/01/2001

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & Chief Executive Off

WATERBURY, CT 06702  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/28/2001

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2001		A	0 A \$ 0	206,598 <sup>(1)</sup>	D	
Common Stock					56,927	I	401(k) plan
Common Stock					21,316	I	ESOP
Common Stock					63,534	I	Directly by spouse
Common Stock					5,698	I	Directly by spouse - IRA

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Common Stock	9,546	I	Custody for children
Common Stock	1,081	I	ESPP

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 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. P. Der. Sec. (Ins			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 22.81							10/23/2003	10/23/2010	Common Stock	247,925
Stock Options (Right to buy)	\$ 24.625							12/07/2002	12/07/2009	Common Stock	44,700
Stock Option	\$ 8.8091							01/25/1993	01/25/2003	Common Stock	22,000
Stock Option	\$ 9.25							12/28/1994	12/28/2004	Common Stock	67,300
Stock Option	\$ 9.9375							01/23/1995	01/23/2005	Common Stock	68,800
Stock Option	\$ 10.375							01/24/1998	01/24/2004	Common Stock	32,700
Stock Option	\$ 14							01/22/1999	01/22/2006	Common Stock	4,600
	\$ 14.0625							12/19/1998	12/19/2005		31,200

Stock Option				Common Stock	
Stock Option	\$ 19.0938	12/23/1998	12/23/2006	Common Stock	36,900
Stock Option	\$ 31.75	12/15/2000	12/15/2007	Common Stock	44,000
Stock Option	\$ 33.75	04/30/1998	04/30/2008	Common Stock	200,000
Stock Option	\$ 33.875	06/30/1998	06/30/2008	Common Stock	200,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JAMES COPENHAVER WEBSTER PLAZA WATERBURY, CT 06702	X		Chairman & Chief Executive Off	

## Signatures

Renee P. Seefried by Power of Atty. 07/08/2005

\*\*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).
- On March 28, 2001, the reporting person mistakenly filed a Form 4 reporting an acquisition of 788 shares of common stock that did not in fact occur. As of March 28, 2001, the reporting person owned 206,598 shares of common stock. Direct ownership was overstated by 788 shares on all subsequent Form 4's through July 7, 2005.

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.