

BECKER JOEL S
Form 5
February 10, 2012

FORM 5

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

OMB APPROVAL

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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).
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

1. Name and Address of Reporting Person *
BECKER JOEL S

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WATERBURY, CT 06702

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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	37,040 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	2,016	I	Custody for Children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Amount or Number of Shares
Stock Option	\$ 38.54	Â	Â	Â	Â	Â	04/25/2002 04/25/2012	Common Stock	4,000
Stock Option	\$ 37.35	Â	Â	Â	Â	Â	04/24/2004 04/24/2013	Common Stock	4,000
Stock Option	\$ 44	Â	Â	Â	Â	Â	04/22/2005 04/22/2014	Common Stock	4,000
Stock Option	\$ 43.67	Â	Â	Â	Â	Â	04/21/2006 04/21/2015	Common Stock	4,000
Stock Option	\$ 47.92	Â	Â	Â	Â	Â	04/20/2007 04/20/2016	Common Stock	4,618
Stock Option	\$ 45.55	Â	Â	Â	Â	Â	04/26/2008 04/26/2017	Common Stock	4,971
Stock Option	\$ 25.15	Â	Â	Â	Â	Â	04/24/2009 04/24/2018	Common Stock	11,516
Stock Option	\$ 5.14	Â	Â	Â	Â	Â	04/23/2010 04/23/2019	Common Stock	25,423

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER JOEL S C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	Â X	Â	Â	Â

Signatures

By Renee P. Seefried by Power of Attorney
02/10/2012

__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) Includes 55 shares of Webster Financial Corporation common stock acquired through December 31, 2011 under the Webster Dividend Reinvestment Plan per the records of Transfer Agent.

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.