

WEBSTER FINANCIAL CORP
 Form 5
 February 10, 2016

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 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 *
SMITH JAMES COPENHAVER

(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)
 12/31/2015

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)
 Chairman & Chief Executive Off

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)
Common Stock	11/30/2015	^	G	2,000 D \$0	287,679 ⁽¹⁾	D	^
Common Stock	^	^	^	^ ^ ^	13,043	I	By Grantor Retained Annuity Trust
Common Stock	^	^	^	^ ^ ^	134,908 ⁽²⁾	I	401(k)/ESOP

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Common Stock	Â	Â	Â	Â	Â	Â	10,554	I	Directly by Spouse
Common Stock	Â	Â	Â	Â	Â	Â	5,698	I	Directly by Spouse IRA

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 48.88	Â	Â	Â	Â	12/19/2007 ⁽³⁾ 12/19/2016	Common Stock 64,483
Stock Option	\$ 32.03	Â	Â	Â	Â	12/18/2008 ⁽³⁾ 12/18/2017	Common Stock 106,199
Stock Option	\$ 12.85	Â	Â	Â	Â	12/16/2009 ⁽³⁾ 12/16/2018	Common Stock 163,674
Stock Option	\$ 23.81	Â	Â	Â	Â	02/22/2013 ⁽⁴⁾ 02/22/2022	Common Stock 112,375
Stock Option	\$ 23	Â	Â	Â	Â	02/20/2014 ⁽⁴⁾ 02/20/2023	Common Stock 126,375
Phantom Stock	Â	Â	Â	Â	Â	Â ⁽⁶⁾ Â ⁽⁶⁾	Common Stock 227,175

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JAMES COPENHAVER C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	Â X	Â	Â Chairman & Chief Executive Off	Â

Signatures

Renee P. Seefried by Power of
Attorney

02/10/2016

__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 580 shares of Webster Financial Corporation common stock acquired through December 31, 2015 under the Webster Dividend Reinvestment Plan per the records of Transfer Agent.
- (2) Between January 1, 2015 and December 31, 2015, the reporting person acquired 4,776 shares of Webster Financial Corporation common stock under the Webster 401(k)/ESOP.
- (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.
- (5) Each share of phantom stock represents the right to receive one share of Webster Financial Corporation common stock or the cash value thereof. These shares are held in the Webster Deferred Compensation Plan.
- (6) Shares of phantom stock are payable in shares or in cash following termination of the reporting person's employment with Webster Financial Corporation.
- (7) Between January 1, 2015 and December 31, 2015, the reporting person acquired 5,333 shares of phantom stock under the Webster Deferred Compensation Plan.

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.