

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form FWP

April 03, 2012

Free Writing Prospectus

(To the Preliminary Prospectus

Filed pursuant to Rule 433  
Registration Statement No. 333-168532

Supplement dated April 2, 2012)

**The Hartford Financial Services Group, Inc.**

**\$800,000,000**

**5.125% Senior Notes due 2022**

**FINAL TERM SHEET Dated April 2, 2012**

<b>Issuer:</b>	The Hartford Financial Services Group, Inc.
<b>Security:</b>	SEC Registered Senior Unsecured Notes
<b>Specified Currency:</b>	U.S. Dollars
<b>Principal Amount:</b>	\$800,000,000
<b>Expected Ratings*:</b>	Baa3 (Stable) / BBB (Stable) / BBB- (Stable)
<b>Trade Date:</b>	April 2, 2012
<b>Settlement Date (T+3):</b>	April 5, 2012
<b>Maturity Date:</b>	April 15, 2022
<b>Coupon:</b>	5.125%
<b>Day Count Convention:</b>	30/360, unadjusted
<b>Yield to Maturity:</b>	5.195%
<b>Benchmark Treasury:</b>	2.000% US Treasury due February 15, 2022
<b>Benchmark Treasury Price:</b>	98-09
<b>Benchmark Treasury Yield:</b>	2.195%
<b>Spread to Treasury:</b>	300 basis points
<b>Price to Public:</b>	99.456% of principal amount
<b>Interest Payment Dates:</b>	Semi-annually in arrears on April 15 and October 15, commencing October 15, 2012 (long first coupon)
<b>Optional Redemption:</b>	At any time in whole, or from time to time in part, make-whole call at a discount rate of Treasury plus 45 basis points or, if greater, 100% of the principal amount of notes to be redeemed, in each case plus accrued and unpaid interest to the date of redemption
<b>Proceeds (after underwriting discount and before expenses) to Issuer:</b>	\$790,448,000 (98.806% of principal amount)
<b>Authorized Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof

<b>CUSIP/ISIN:</b>	416518 AB4 / US416518AB42
<b>Joint Structuring Advisors and Joint Book-Running Managers:</b>	Citigroup Global Markets Inc. Goldman, Sachs & Co.
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc. Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated
<b>Senior Co-Managers:</b>	Credit Suisse Securities (USA) LLC UBS Securities LLC U.S. Bancorp Investments, Inc. Wells Fargo Securities, LLC
<b>Junior Co-Managers:</b>	BB&T Capital Markets, a division of Scott & Stringfellow, LLC BNY Mellon Capital Markets, LLC Lloyds Securities Inc. PNC Capital Markets LLC RBS Securities Inc. SMBC Nikko Capital Markets Limited The Williams Capital Group, L.P.

**Proceeds (after underwriting discount and before expenses) of concurrent offering of 7.875% Fixed-To-Floating Rate Junior Subordinated Debentures due 2042:** \$588,883,958

**Long-term debt (on a carrying value basis) after giving effect to the offering of 4.000% Senior Notes due 2017, 5.125% Senior Notes due 2022 and 6.625% Senior Notes due 2042, the concurrent offering of 7.875% Fixed-To-Floating Rate Junior Subordinated Debentures due 2042 and the assumed repurchase of the 10% Fixed-To-Floating Rate Junior Subordinated Debentures due 2068:** \$7.1 billion

The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. at 877-858-5407, or by calling Goldman, Sachs & Co., toll-free

at 866-471-2526.

\* **The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings are subject to revision or withdrawal at any time by Moody's, S&P and Fitch. Each of the security ratings above should be evaluated independently of any other security rating.**

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