

AYER RAMANI
Form 5
February 13, 2006

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

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 *
AYER RAMANI

2. Issuer Name and Ticker or Trading Symbol
HARTFORD FINANCIAL SERVICES GROUP INC/DE [HIG]

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)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

THE HARTFORD FINANCIAL SERVICES GROUP, HARTFORD PLAZA

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HARTFORD, CT 06115

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) | | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|--|
| | | | | Amount | (A) or (D) | Price | | | |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | 26,031.4504 | D | Â |
| Restricted Stock | Â | Â | Â | Â | Â | Â | 35,300 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 16,900 | I (1) | By Limited Liability |

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| | | | | | | | | | | |
|--------------|------------|---|---|--------|---|----------|---------|---|---|---------|
| Common Stock | 11/27/2005 | Â | G | 11,300 | D | \$ 87.95 | 184,493 | D | Â | Company |
|--------------|------------|---|---|--------|---|----------|---------|---|---|---------|

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 required to respond unless the form displays a currently valid OMB control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---|-------------------------------|
| | | | | | (A) | (D) | | | |
| Stock Option | \$ 44.47 | Â | Â | Â | Â | Â | Â <u>(2)</u> 12/17/2007 | Common Stock | 169,470 |
| Stock Option | \$ 46.315 | Â | Â | Â | Â | Â | Â <u>(3)</u> 02/21/2008 | Common Stock | 112,140 |
| Stock Option | \$ 45.5 | Â | Â | Â | Â | Â | Â <u>(5)</u> 10/14/2008 | Common Stock | 114,021 |
| Stock Option | \$ 51 | Â | Â | Â | Â | Â | Â <u>(6)</u> 02/18/2009 | Common Stock | 165,675 |
| Stock Option | \$ 34 | Â | Â | Â | Â | Â | Â <u>(7)</u> 02/18/2010 | Common Stock | 408,497 |
| Stock Option | \$ 62.07 | Â | Â | Â | Â | Â | Â <u>(8)</u> 02/23/2011 | Common Stock | 222,046 |
| Stock Option | \$ 65.85 | Â | Â | Â | Â | Â | Â <u>(9)</u> 02/23/2012 | Common Stock | 201,556 |
| Stock Option | \$ 37.37 | Â | Â | Â | Â | Â | Â <u>(10)</u> 02/22/2013 | Common Stock | 171,465 |
| Stock Option | \$ 65.99 | Â | Â | Â | Â | Â | Â <u>(11)</u> 02/20/2014 | Common Stock | 96,723 |
| Stock Option | \$ 71.27 | Â | Â | Â | Â | Â | Â <u>(12)</u> 02/19/2015 | Common Stock | 79,454 |
| Stock Option | \$ 36.125 | Â | Â | Â | Â | Â | Â <u>(13)</u> 01/24/2007 | Common Stock | 740 |

| | | | | | | | | | | | | |
|--------------|-----------|---|---|---|---|---|---|---|---|------------|--------------|--------|
| Stock Option | \$ 46.315 | Â | Â | Â | Â | Â | Â | Â | Â | 02/21/2008 | Common Stock | 41,227 |
|--------------|-----------|---|---|---|---|---|---|---|---|------------|--------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AYER RAMANI THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115 | Â X | Â | Â Chairman, President and CEO | Â |

Signatures

/s/ Amanda Grabowski Aquino
Amanda Grabowski Aquino, POA for
Ramani Ayer, by Power of Attorney of
Ramani Ayer dated February 19, 2004

02/13/2006

__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) Shares of Common Stock held by a Limited Liability Company of which Mr. Ayer and his spouse are the co-managing members.
The option became fully exercisable on March 1, 2001, following the achievement of the following criteria: prior to March 1, 2001, the closing price of the Company's Common Stock on the New York Stock Exchange reached (i) \$61.50 for 10 or more consecutive trading days, (ii) \$63.00 for 10 or more consecutive trading days, and (iii) \$65.00 for 10 or more consecutive trading days.
 - (2) The option became fully exercisable on February 19, 2001, the third anniversary of the grant date.
 - (3) Option held by a Grantor Retained Annuity Trust of which Mr. Ayer is a Trustee.
 - (4) The option became fully exercisable as of April 15, 1999, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (5) The option became fully exercisable as of August 16, 2000, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (6) The option became fully exercisable as of April 11, 2000, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (7) The option became fully exercisable as of July 27, 2005, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
 - (8) The option becomes fully exercisable upon the earlier of (i) February 21, 2009 (seven years from the grant date) and (ii) the closing price of the Company's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
 - (9) The option became fully exercisable on June 18, 2003, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become 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.
 - (10) The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008 (three years from the grant date).
 - (11) The option becomes fully exercisable upon the later of: (i) the closing price of the Issuer's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days and (ii) February 17, 2008 (three years from the grant date).
 - (12)

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(13) The option became fully exercisable on January 24, 2000, the third anniversary of the grant date.

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.