Levenson David N
Form 4
August 13, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levenson David N

(Last) (First) (Middle)

ONE HARTFORD PLAZA

(Street)

HARTFORD, CT 06155

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	08/10/2012		M		224.272	A	(1)	769.899	D	
Common Stock	08/10/2012		D		224.272	D	$ 17.12	545.627	D	
Restricted Stock								3,467	D	
Restricted Stock Unit								64,775.72	D	

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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	$ 65.99							(2)	02/20/2014	Common Stock	2,466
Stock Option	$ 7.04							(3)	02/25/2019	Common Stock	9,133
Stock Option	$ 28.91							(4)	03/01/2021	Common Stock	78,99
Stock Option	$ 20.63							(5)	02/28/2022	Common Stock	121,43
Restricted Units	(6)							(6)	11/05/2012	Common Stock	9,365.7
Restricted Units	(6)							(6)	02/25/2013	Common Stock	20,315
Deferred Units	(7)							(7)	05/03/2013	Common Stock	517.39
Deferred Units	(1)	08/10/2012		M			224.272	(8)	08/06/2013	Common Stock	224.21

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levenson David N ONE HARTFORD PLAZA HARTFORD, CT 06155			Executive Vice President	

Signatures

/s/ Terence Shields by POA for David N. Levenson dated February 6, 2012.	08/13/2012
**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) Each deferred unit is the economic equivalent of one share of the Company's common stock. On August 10, 2012, 224.272 of the reporting person's deferred units were settled for cash based upon the Company's closing stock price on the New York Stock Exchange on August 6, 2012.

(2) All options became exercisable as of February 18, 2007.

(3) All options became exercisable on February 25, 2012.

(4) One third of the options became exercisable on March 1, 2012, an additional one third of the options will become exercisable on March 1, 2013, and the remaining one-third of the options will become exercisable on March 1, 2014, the third anniversary of the grant date.

(5) One third of the options will become exercisable on February 28, 2013, an additional one third of the options will become exercisable on February 28, 2014, and the remaining one-third of the options will become exercisable on February 28, 2015, the third anniversary of the grant date.

(6) Each restricted unit will vest on the expiration date and be settled in cash as soon as practicable, and in any event within 90 days, after the expiration date for an amount equal to the closing stock price per share of the Company's common stock on the expiration date as reported on the New York Stock Exchange.

(7) One-third of the deferred unit award settles in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date (5/03/2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

(8) One-third of the deferred unit award settles in cash as soon as practicable after, and in any event within 90 days after, the first, second and third anniversaries of the grant date (8/06/2010) based on the Company's closing stock price on the New York Stock Exchange on the applicable anniversary date. Deferred units are fully vested when credited.

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.