

HARTFORD FINANCIAL SERVICES GROUP INC/DE
 Form 4
 August 02, 2006

FORM 4

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRICE ROBERT J

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. Date of Earliest Transaction (Month/Day/Year)
07/31/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Sr. Vice Pres. and Controller

THE HARTFORD FINANCIAL SERVICES GROUP, HARTFORD PLAZA

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

HARTFORD, CT 06115

(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 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)
Restricted Stock Units					3,239.415	D	
Restricted Stock					7,968	D	
Common Stock	07/31/2006		M	6,986 A	\$ 37.37 9,714	D	
Common Stock	07/31/2006		S	6,986 D	\$ 85.025 2,728	D	

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

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(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	\$ 64.73					(1) 06/05/2012	Common Stock	6,681
Stock Option	\$ 37.37	07/31/2006		M	6,986	(2) 02/22/2013	Common Stock	6,986
Stock Option	\$ 65.99					(3) 02/20/2014	Common Stock	6,145
Stock Option	\$ 71.27					(4) 02/19/2015	Common Stock	5,205
Stock Option	\$ 83					(5) 02/15/2016	Common Stock	4,713

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRICE ROBERT J THE HARTFORD FINANCIAL SERVICES GROUP HARTFORD PLAZA HARTFORD, CT 06115			Sr. Vice Pres. and Controller	

Signatures

/s/ Amanda Grabowski Aquino, POA for Robert J. Price by Power of Attorney of Robert J. Price dated February 19, 2004

08/02/2006

__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) The option became fully exercisable on June 3, 2005, the third anniversary of the grant date.
- (2) The option became fully exercisable on February 20, 2006, the third anniversary of the grant date.
- (3) One-third of the option became exercisable on February 18, 2005, an additional one-third of the option became 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 date.
The option will become exercisable upon the later of: (i) the date upon which the closing price of the underlying common stock on the New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from the grant date.
- (4) New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from the grant date.

- One-third of the option will become exercisable on February 15, 2007, an additional one-third of the option will become exercisable on February 15, 2008 and the remaining one-third of the option will become exercisable on February 15, 2009, the third anniversary of the grant date.
- (5) February 15, 2008 and the remaining one-third of the option will become exercisable on February 15, 2009, the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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