

WEBSTER FINANCIAL CORP
 Form 5
 February 13, 2008

FORM 5

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

OMB APPROVAL

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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 *
 CARPENTER GEORGE T

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 WEBSTER FINANCIAL CORP
 [WBS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WEBSTER FINANCIAL CORP, 145 BANK STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WATERBURY, CT 06702

(City) (State) (Zip)

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)
				(A)	or	(D)	Price		
Common Stock	^	^	^	^	^	^	34,511 ⁽¹⁾	D	^
Common Stock	^	^	^	^	^	^	43,177 ⁽²⁾	I	By Carpenter Companies
Common Stock	^	^	^	^	^	^	4,533 ⁽³⁾	I	By spouse

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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
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Option	\$ 30.9375	Â	Â	Â	Â	Â	04/22/1999	04/22/2009	Common Stock	4,000
Stock Option	\$ 30.6	Â	Â	Â	Â	Â	04/26/2001	04/26/2011	Common Stock	4,000
Stock Option	\$ 38.54	Â	Â	Â	Â	Â	04/25/2002	04/25/2012	Common Stock	4,000
Stock Option	\$ 37.35	Â	Â	Â	Â	Â	04/24/2004	04/24/2013	Common Stock	4,000
Stock Option	\$ 44	Â	Â	Â	Â	Â	04/22/2005	04/22/2014	Common Stock	4,000
Stock Option	\$ 43.67	Â	Â	Â	Â	Â	04/21/2006	04/21/2015	Common Stock	4,000
Stock Option	\$ 47.92	Â	Â	Â	Â	Â	04/20/2007	04/20/2016	Common Stock	4,618
Stock Option	\$ 45.55	Â	Â	Â	Â	Â	04/26/2008	04/26/2017	Common Stock	4,971

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARPENTER GEORGE T C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	Â X	Â	Â	Â

Signatures

Renee P Seefried by Power of
Attorney

02/13/2008

__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 686 shares of Webster common stock acquired in fiscal year 2007 under the Webster dividend reinvestment plan.
- (2) Includes 1,205 shares of Webster common stock acquired in fiscal year 2007 under the Webster dividend reinvestment plan.
- (3) Based on brokerage records including dividend reinvestment.

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.