

KEELER JO D
Form 5
February 13, 2006

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
KEELER JO D

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
EVP Chief Credit Policy Office

WEBSTER PLAZA

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WATERBURY, CT 06702

☒ 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 Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	6,109	D	Â
Common Stock	Â	Â	Â	Â Â Â Â	211 ⁽¹⁾	I	401(k) plan
Common Stock	Â	Â	Â	Â Â Â Â	254 ⁽²⁾	I	ESPP

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

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SEC 2270
(9-02)

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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. D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 34.6	Â	Â	Â	Â Â	12/16/2003 12/16/2012	Common Stock	6,902
Stock Options (Right to buy)	\$ 45.55	Â	Â	Â	Â Â	12/15/2004 12/15/2013	Common Stock	6,250
Stock Options (Right to buy)	\$ 47.4	Â	Â	Â	Â Â	12/20/2006 12/20/2015	Common Stock	4,486
Stock Options (Right to buy)	\$ 49.62	Â	Â	Â	Â Â	12/20/2005 12/20/2014	Common Stock	5,774
Stock Option	\$ 29.84	Â	Â	Â	Â Â	12/17/2004 12/17/2011	Common Stock	6,425
Stock Option	\$ 36.1	Â	Â	Â	Â Â	08/13/2004 08/13/2011	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEELER JO D WEBSTER PLAZA WATERBURY,Â CTÂ 06702	Â	Â	Â EVP Chief Credit Policy Office	Â

Signatures

Renee P. Seefried by Power
of Atty.

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) Between January 1, 2005 and December 31, 2005, the reporting person acquired 5 shares of Webster common stock under the Webster 401(k) plan.
- (2) Between January 1, 2005 and December 31, 2005, the reporting person acquired 174 shares of Webster common stock under the Webster ESPP.
- (3) 4 yr. incremental vesting - 25% vests each year for 4 years

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.