

WEBSTER FINANCIAL CORP  
 Form 4  
 April 28, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**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 \*  
**BROMAGE WILLIAM T**

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)  
**C/O WEBSTER FINANCIAL CORP, 145 BANK STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/24/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & COO**

**WATERBURY, CT 06702**

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	04/24/2008		F		1,329	D	\$ 25.15
Common Stock					7,349	I	401(k)/ESOP
Common Stock					2,939	I	ESPP

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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	\$ 26.5					12/17/2001	12/17/2008	Common Stock	3,773
Stock Option	\$ 25.5					09/23/2002	09/23/2009	Common Stock	3,921
Stock Option	\$ 24.625					12/07/2002	12/07/2009	Common Stock	13,550
Stock Option	\$ 21.875					04/27/2000	04/27/2010	Common Stock	10,000
Stock Option	\$ 22.81					10/23/2003	10/23/2010	Common Stock	119,800
Stock Option	\$ 29.84					12/17/2004	12/17/2011	Common Stock	29,950
Stock Option	\$ 34.6					12/16/2003	12/16/2012	Common Stock	30,219
Stock Option	\$ 45.55					12/15/2004	12/15/2013	Common Stock	29,343
Stock Option	\$ 49.62					12/20/2005 <sup>(1)</sup>	12/20/2014	Common Stock	30,113
Stock Option	\$ 47.4					12/20/2006 <sup>(1)</sup>	12/20/2015	Common Stock	23,408
Stock Option	\$ 48.88					12/19/2007 <sup>(1)</sup>	12/19/2016	Common Stock	27,635
Stock Option	\$ 32.03					04/24/2008 <sup>(1)</sup>	12/18/2017	Common Stock	45,516

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROMAGE WILLIAM T C/O WEBSTER FINANCIAL CORP 145 BANK STREET WATERBURY, CT 06702	X		President & COO	

## Signatures

Renee P. Seefried by Power of Attorney

04/28/2008

\*\*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) Per the separation agreement, all unvested stock options were accelerated and vested as of April 24, 2008. They previously vested incrementally - 25% per year for 4 years.

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.