

BROMAGE WILLIAM T

Form 4

December 22, 2005

FORM 4**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).

**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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(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)
WEBSTER PLAZA
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2005

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/20/2005		A	6,343 A \$ 0	49,546	D	
Common Stock					4,008	I	401(k)
Common Stock					1,290	I	ESOP
Common Stock					1,899	I	ESPP

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

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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 Options (Right to buy)	\$ 21.875							04/27/2000	04/27/2010	Common Stock	10,000
Stock Options (Right to buy)	\$ 22.81							10/23/2003	10/23/2010	Common Stock	119,800
Stock Options (Right to buy)	\$ 24.625							12/07/2002	12/07/2009	Common Stock	13,550
Stock Options (Right to buy)	\$ 25.5							09/23/2002	09/23/2009	Common Stock	10,000
Stock Options (Right to buy)	\$ 29.84							12/17/2004	12/17/2011	Common Stock	29,950
Stock Options (Right to buy)	\$ 34.6							12/16/2003	12/16/2012	Common Stock	30,219
Stock Options (Right to buy)	\$ 45.55							12/15/2004	12/15/2013	Common Stock	29,343
	\$ 47.4	12/20/2005		A		23,408		12/20/2006	12/20/2015		23,408

Stock Options (Right to buy)					Common Stock	
Stock Options (Right to buy)	\$ 49.62	12/20/2005	12/20/2014		Common Stock	30,113
Stock Option	\$ 19.0938	12/23/1998	12/23/2006		Common Stock	10,000
Stock Option	\$ 26.5	12/17/2001	12/17/2008		Common Stock	8,750
Stock Option	\$ 31.75	12/15/2000	12/15/2007		Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROMAGE WILLIAM T WEBSTER PLAZA WATERBURY, CT 06702	X		President	

Signatures

Renee P. Seefried by Power of Atty. 12/22/2005

__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) 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 is insufficient, *see* Instruction 6 for procedure.

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