

WEBSTER FINANCIAL CORP  
Form 8-K  
February 20, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 5, 2004

**WEBSTER FINANCIAL CORPORATION.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-31486</b>	<b>06-1187536</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**Webster Plaza, Waterbury, Connecticut 06702**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(203) 578-2476**

**Not Applicable**

(Former name or former address, if changed since last report)

**Item 5. Other Events**

In February 2004, the Office of the Comptroller of the Currency approved Webster Bank's application to convert from a federal savings bank to a national bank. The approval is subject to customary conditions. Webster Financial Corporation has filed its notice to become a bank holding company and a declaration to be a financial holding company with the Board of Governors of the Federal Reserve System. Webster expects to complete the Bank conversion in the second quarter of 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WEBSTER FINANCIAL CORPORATION  
(Registrant)

/s/ William J. Healy  
William J. Healy  
Executive Vice President and

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Chief Financial Officer

Date: February 20, 2004