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WEBSTER FINANCIAL CORP  
Form 8-K  
March 12, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 11, 2004

WEBSTER FINANCIAL CORPORATION

-----  
(Exact name of registrant as specified in its charter)

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

Webster Plaza, Waterbury, Connecticut 06702

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(Address of principal executive offices)

Registrant's telephone number, including area code: (203) 578-2476  
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Not Applicable

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

Item 7. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

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The following exhibits are filed herewith for incorporation by reference into the registration statement on Form S-3 (Nos. 333-112566, 333-112566-01, 333-112566-02 and 333-112566-03) filed by Webster Financial Corporation, Webster Capital Trust IV, Webster Capital Trust V and Webster Capital Trust VI on February 6, 2004.

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| 4.2                  | Form of Amended and Restated Trust Agreement of Webster Capital Trust IV (including the form of trust preferred securities).       |
| 4.3                  | Form of Amended and Restated Trust Agreement of Webster Capital Trust V (including the form of trust preferred securities).        |
| 4.4                  | Form of Amended and Restated Trust Agreement of Webster Capital Trust VI (including the form of trust preferred securities).       |
| 5.1                  | Opinion of Hogan & Hartson L.L.P. regarding the legality of the securities being registered.                                       |
| 5.2                  | Opinion of Morris, James, Hitchens & Williams LLP regarding the legality of the securities being registered.                       |
| 23.1                 | Consent of Hogan & Hartson L.L.P. (included as part of Exhibit 5.1).   |
| 23.3                 | Consent of Morris, James, Hitchens & Williams LLP (included as part of Exhibit 5.2).   |
| 25.1                 | Form T-1 of The Bank of New York, as Property Trustee, under the Amended and Restated Trust Agreement of Webster Capital Trust IV. |
| 25.2                 | Form T-1 of The Bank of New York, as Property Trustee, under the Amended and Restated Trust Agreement of Webster Capital Trust V.  |
| 25.3                 | Form T-1 of The Bank of New York, as Property Trustee, under the Amended and Restated Trust Agreement of Webster Capital Trust VI. |

### 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  
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(Registrant)

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/s/ William J. Healy

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William J. Healy  
Executive Vice President and  
Chief Financial Officer

Date: March 11, 2004

EXHIBIT INDEX

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