

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2004-08-12** | Period of Report: **2004-08-12**
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REPORTING OWNER

Schlesinger Lee R

CIK: **1296141**

Type: **3** | Act: **34** | File No.: **000-50876** | Film No.: **04970991**

Mailing Address

333 CHURCH STREET
NAUGATUCK CT 06770

Business Address

203-720-5000

ISSUER

Naugatuck Valley Financial Corp

CIK: **1293413** | IRS No.: **000000000** | State of Incorporation: **X1** | Fiscal Year End: **1231**

SIC: **6035** Savings institution, federally chartered

Mailing Address

333 CHURCH STREET
NAUGATUCK CT 06770

Business Address

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NAUGATUCK CT 06770
203-720-5000

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>Schlesinger Lee R</u> (Last) (First) (Middle) 333 CHURCH STREET (Street) NAUGATUCK, CT 06770 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/12/2004	3. Issuer Name and Ticker or Trading Symbol <u>Naugatuck Valley Financial Corp [NVLS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer (give title below) ___ Other (specify below) <u>Vice President & Controller</u>	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Signatures

/s/ Schlesinger, Lee R.
 ** Signature of Reporting Person

08/12/2004
 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

I, Lee R. Schlesinger, Vice President and Controller of Naugatuck Valley Financial Corporation (the "Corporation"), hereby authorize and designate John C. Roman or any partner of the law firm of Muldoon Murphy Faucette & Aguggia LLP as my agent and attorney-in-fact, with full power of substitution, to:

(1) prepare and sign on my behalf any Form 3, Form 4 or Form 5 under Section 16 of the Securities Exchange Act of 1934 with respect to the Corporation's securities and file the same with the Securities and Exchange Commission and each stock exchange on which the Corporation's stock is listed;

(2) prepare and sign on my behalf any Form 144 Notice under the Securities Act of 1933 with respect to a sale by me or on my behalf of the Corporation's securities and file the same with the Securities and Exchange Commission; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in

securities issued by the Corporation, unless earlier revoked by the undersigned in a signed and dated writing delivered to each of the foregoing attorneys-in-fact.

Dated: August 12, 2004

/s/ Lee R. Schlesinger