

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2008-12-31**

SEC Accession No. [0000914317-09-000175](#)

([HTML Version](#) on [secdatabase.com](#))

ISSUER

United Financial Bancorp, Inc.

CIK: [1405049](#) | IRS No.: **000000000** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **6035** Savings institution, federally chartered

Mailing Address
95 ELM STREET
WEST SPRINGFIELD MA
01089

Business Address
95 ELM STREET
WEST SPRINGFIELD MA
01089
(413) 787-1700

REPORTING OWNER

Marchant G Todd

CIK: [1325606](#)
Type: **5** | Act: **34** | File No.: [000-52947](#) | Film No.: [09545164](#)

Mailing Address
95 ELM STREET
WEST SPRINGFIELD MA
01089

Business Address
(413) 787-1700

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
 Expires: 02/28/2011
 Estimated average burden
 hours per response 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Marchant G Todd			2. Issuer Name and Ticker or Trading Symbol United Financial Bancorp, Inc. [UBNK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008					
95 ELM STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
WEST SPRINGFIELD, MA 01089								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							15,431 ⁽¹⁾	D	
Common Stock							7,035 ⁽¹⁾	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						(A)	(D)					
Stock Options	\$11.66						06/19/2009 06/19/2018	Common Stock	20,500 ⁽²⁾	20,500 ⁽²⁾	D	
Stock Options	\$12.35						08/17/2007 08/17/2016	Common Stock	21,336 ⁽³⁾	21,336 ⁽³⁾	D	

Explanation of Responses:

1. 1,978 shares have been transferred from direct ownership into a Trust account.

2. Options to purchase shares of common stock vest at a rate of 20% per year commencing on June 19, 2009. Also includes an equal number of stock appreciation rights.
3. Options to purchase shares of common stock vest at a rate of 20% per year commencing on August 17, 2007. Also includes an equal number of stock appreciation rights.

Signatures

/s/ G. Todd Marchant

** Signature of Reporting Person

01/26/2009

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.