TRAVELERS COMPANIES, INC.

Form 4

February 24, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HEYMAN WILLIAM H

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

TRAVELERS COMPANIES, INC.

[TRV]

3. Date of Earliest Transaction

Director

10% Owner _ Other (specify

(Month/Day/Year)

02/22/2010

X_ Officer (give title

below) Vice Chairman & Chief Inv Off

THE TRAVELERS COMPANIES. INC., 385 WASHINGTON STREET

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

ST. PAUL, MN 55102

| (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. Transactic Code (Instr. 8) | omr Dispos (Instr. 3, | sed of | | 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 | 02/22/2010 | | M | 43,505 (1) | A | \$ 0 | 149,082 | D | | |
| Common Stock | 02/22/2010 | | F | 21,479 (2) | D | \$ 53.025 | 127,603 | D | | |
| Common Stock | | | | | | | 1,197.431 | I | 401(k) Plan | |
| Common Stock | | | | | | | 2,256 (4) | I | Held By Spouse | |
| Common Stock | | | | | | | 250 (4) | I | In Trust For | |

Stepson

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. Number of | 6. Date Exercisable and | | 7. Title and Amount of | |
|-------------|-------------|---------------------|--------------------|-----------------------|----------------|-------------------------|------------|------------------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionDerivative | | Expiration Date | | Underlying Securities | |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | | (Instr. 3 and 4) | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) | | | | |
| | Derivative | | | | or Disposed of | | | | |
| | Security | | | | (D) | | | | |
| | | | | | (Instr. 3, 4, | | | | |
| | | | | | and 5) | | | | |
| | | | | | | | | | Amoun |
| | | | | | | Date | Expiration | T:41- | or |
| | | | | | | Exercisable | Date | Title | Numbe |
| | | | | Code V | (A) (D) | | | | of Shar |
| Performance | | 02/02/0010 | | | 26,156 | (2) | 10/01/0000 | Common | 06.15 |
| Shares | <u>(3)</u> | 02/22/2010 | | M | (3) | (3) | 12/31/2009 | Stock | 26,15 |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HEYMAN WILLIAM H THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102

Vice Chairman & Chief Inv Off

Signatures

/s/Wendy C. Skjerven, by power of 02/24/2010 attorney

> **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).
- Represents payout in shares of common stock of performance share rights previously reported on Table II. The corresponding entry for the disposition of the performance share rights is shown on Table II. Achievement of performance objectives resulted in the earning of 154% of the performance share rights previously reported on Table II. Also includes dividend rights previously accrued on such performance share rights and now paid in the form of shares of common stock.
- Represents shares withheld to cover taxes in connection with the vesting of the performance share rights.

Reporting Owners 2

Edgar Filing: TRAVELERS COMPANIES, INC. - Form 4

- Represents the disposition (as a result of vesting and payout) of performance share rights previously reported on Table II where the performance objective (based on adjusted return on equity over a 3 year period) was met. The actual number of shares received could
- (3) range from 0-160% of the target performance share rights granted on a sliding scale of performance levels and the number previously reported on Table II (which is also reported in Table II here) assumed payout at 100%. The corresponding payout of shares (at 154%) for the achievement of performance objectives, together with shares for accrued dividend rights, are reported on Table I.
- (4) Reporting Person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.