Albano John J Form 4 February 24, 2010

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

**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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Albano John J

2. Issuer Name and Ticker or Trading

Symbol

TRAVELERS COMPANIES, INC.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[TRV] 3. Date of Earliest Transaction

(Last) (First) (Middle)

(Month/Day/Year)

10% Owner Director X\_ Officer (give title Other (specify below)

02/22/2010

THE TRAVELERS COMPANIES. INC., 385 WASHINGTON STREET

(Street)

(State)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

EVP, Business Insurance

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

ST. PAUL, MN 55102

(City)

	Table 1 - Non-Derivative Securities Acquired, D								, Disposed of, of 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)	4. Securit or Dispos (Instr. 3, 4	ed 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	26,009 (1)	A	\$ 0	29,503	D				
Common Stock	02/22/2010		F	11,172 (2)	D	\$ 53.025	18,331	D				

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

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# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shar
Performance Shares	(3)	02/22/2010		M	15,637 (3)	(3)	12/31/2009	Common Stock	15,63

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Albano John J THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102

EVP, Business Insurance

## **Signatures**

/s/Wendy C. Skjerven, by power of attorney

02/24/2010

\*\*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.
- (2) Represents shares withheld to cover taxes in connection with the vesting of the performance share rights.
  - 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.

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.

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