

Edgar Filing: ST PAUL COMPANIES INC /MN/ - Form 4

ST PAUL COMPANIES INC /MN/
Form 4
April 25, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Graev Lawrence G.

(Last) (First) (Middle)

The GlenRock Group, LLC, Tower 56, 126 East 56th Street

(Street)

New York NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

THE ST. PAUL COMPANIES, INC. (SPC)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

April 25, 2003

*If the form is filled by more than one reporting person,
see Instruction 4(b)(v).

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Title if applicable: Director

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned
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					5.		Amount
					4.		Secur
					Securities Acquired (A)		Benef
					or Disposed of (D)		Owned
					(Instr. 3, 4 and 5)		Follo
1.	2.	2a.	3.		-----		Report
Title of Security	Transaction	Deemed	Transaction	(Instr. 8)	(A)		Trans
(Instr. 3)	Date	Execution	Code	-----	Amount	or	(Inst
	(mm/dd/yy)	Date, if	Code	V		Price	and 4
		any				(D)	
		(mm/dd/yy)					

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

FORM 4 (continued)

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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)
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1.	2.	3A.	4.	5.	6.	7.	8.
Title of	Conver-	Deemed	Trans-	Number of	Date	Title and Amount	P
	sion	Execution	action	Derivative	Exercisable and	of Underlying	B
	or	Date, if	Code	Securities	Expiration Date	Securities	o
	Exer-	any (Month/	(Instr.	Acquired (A)	(Month/Day/Year)	(Instr. 3 and 4)	D
	cise	Year)	3,	or Disposed	-----	-----	a
	Price		-----	of (D)	Amount	Amount	S
	of	Date		(Instr. 3,	or	or	
	Deriv-			-----			
	ative						
	Date						

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Derivative Security (Instr. 3)	ative Secur- ity	(Month/ Day/ Year)	8) -----	4 and 5) -----	Date Exer- cisable	Expira- tion Date	Title	Number of Shares	i (5)
Deferred Compensation Phantom Stock (1)	\$0.00	04/24/03	A	13.93			Common Stock	13.93	\$

Explanation of Responses:

(1) These are phantom shares acquired under the Company's Director's Deferred Compensation Plan. received by the reporting person in cash according to an election(s) previously made by the reporting person's Company's Personnel & Compensation Committee, and kept on file by the Company. Acquisitions are

By: /s/ Lawrence G. Graev

042503

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.