

CHUBB CORP  
Form 4  
February 07, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCELWEE ANDREW A JR

(Last) (First) (Middle)

15 MOUNTAIN VIEW ROAD, P.O. BOX 1615

(Street)

WARREN, NJ 070611615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CHUBB CORP [CB]

3. Date of Earliest Transaction (Month/Day/Year)  
02/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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 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 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)
			Code	V Amount or (D) Price			
COMMON	02/03/2005		S	3,382 D \$ 76.1	14,396	D	
COMMON	02/03/2005		S	524 D \$ 75.83	0	I (1)	By Custodian For Daughter
COMMON	02/03/2005		S	225 D \$ 75.92	0	I (2)	By Custodian For Son
COMMON					3,259.91	I	By ESOP

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

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 control number.

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
PERFORMANCE SHARE <sup>(3)</sup>	\$ 0 <sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	COMMON
PERFORMANCE SHARES	\$ 0					08/08/1988	03/31/2005	COMMON
RESTRICTED STOCK UNIT <sup>(4)</sup>	\$ 0 <sup>(4)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 60.75					03/06/1999	03/05/2007	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 78.97					03/05/2000	03/04/2008	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 59.78					03/11/2001	03/10/2009	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 47.97					03/02/2002	03/02/2010	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 70.85					03/01/2003	03/01/2011	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 73.68					03/07/2003	03/07/2012	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 73.68					03/07/2004	03/07/2012	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 46.05					03/06/2004	03/06/2013	COMMON
STOCK OPTION <sup>(5)</sup>	\$ 46.05					03/06/2005	03/06/2013	COMMON

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCELWEE ANDREW A JR 15 MOUNTAIN VIEW ROAD P.O. BOX 1615 WARREN, NJ 070611615			Executive Vice President	

## Signatures

By: Nancy J.  
Obremski, POA

02/07/2005

\*\*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).
- (1) Shares are held by Andrew A. McElwee, Jr. as Custodian for daughter, Alexandra, under UGMA. Mr. McElwee disclaims beneficial ownership of all of said shares.
- (2) Shares are held by Andrew A. McElwee, Jr. as Custodian for son, Andrew, under UGMA. Mr. McElwee disclaims beneficial ownership of all of said shares.
- (3) Represents 200% of the target performance share award, which is the maximum number of shares issuable under this award for the performance cycle ending December 31, 2006.
- (4) Restricted Stock Units generally cliff vest on the third anniversary of the grant date.
- (5) All Stock Options are granted in tandem with tax withholding rights.

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.