

CHUBB CORP
Form 4
April 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
CASH JAMES I JR

(Last) (First) (Middle)

THE CONCOURS GROUP, 321
ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| COMMON | | | | (A) or (D) Code V Amount (D) Price | 4,700 | D | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|---------------------------------|---------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|---|----------------------------------|
|---------------------------------|---------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|---|----------------------------------|

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| (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|---|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|--------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| PERFORMANCE SHARES 2005 ⁽¹⁾ | \$ 0 ⁽²⁾ | 04/26/2005 | A | | 1,722 | | ⁽¹⁾ | ⁽¹⁾ | COMMON |
| STOCK UNITS 2005 ⁽³⁾ | \$ 0 ⁽²⁾ | 04/26/2005 | A | | 287 | | ⁽³⁾ | ⁽³⁾ | COMMON |
| MARKET VALUE UNITS ⁽⁴⁾ | \$ 0 ⁽²⁾ | | | | | | ⁽⁴⁾ | ⁽⁴⁾ | COMMON |
| PERFORMANCE SHARES 2004 ⁽⁵⁾ | \$ 0 ⁽²⁾ | | | | | | ⁽⁵⁾ | ⁽⁵⁾ | COMMON |
| STOCK OPTION ⁽⁶⁾ | \$ 55.25 | | | | | | 04/22/1997 | 04/22/2024 | COMMON |
| STOCK OPTION ⁽⁶⁾ | \$ 77.56 | | | | | | 04/28/1998 | 04/22/2024 | COMMON |
| STOCK OPTION ⁽⁶⁾ | \$ 60.06 | | | | | | 04/27/1999 | 04/22/2024 | COMMON |
| STOCK OPTION ⁽⁶⁾ | \$ 64 | | | | | | 04/25/2000 | 04/22/2024 | COMMON |
| STOCK OPTION ⁽⁶⁾ | \$ 64.9 | | | | | | 04/24/2001 | 04/22/2024 | COMMON |
| STOCK OPTION ⁽⁶⁾ | \$ 76.32 | | | | | | 04/30/2002 | 04/22/2024 | COMMON |
| STOCK UNITS ⁽³⁾ | \$ 0 ⁽²⁾ | | | | | | ⁽³⁾ | ⁽³⁾ | COMMON |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CASH JAMES I JR THE CONCOURS GROUP 321 ARSENAL STREET WATERTOWN, MA 02472 | X | | | |

Signatures

By: Patricia S.
Tomczyk, POA

04/28/2005

__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) 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, 2007.
- (2) Variable Pricing
- (3) Stock Units vest on the grant date and are payable in stock at the earlier of the third anniversary of the grant or termination of service as a director, unless subject to a deferral election.
- (4) Market Value Units in The Chubb Corporation Directors Deferred Compensation Plan. Units are payable in common stock only and the value of such units are based on the market value of the Coporation's common stock.
- (5) 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.
- (6) 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.

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