

TRAVELERS COMPANIES, INC.

Form 4

May 09, 2007

**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 \*  
**BESSETTE ANDY F**

2. Issuer Name and Ticker or Trading Symbol  
**TRAVELERS COMPANIES, INC.  
[TRV]**

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

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/08/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP and Chief Admin Officer**

**THE TRAVELERS COMPANIES,  
INC., 385 WASHINGTON STREET**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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. 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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	05/08/2007		M		4,752 A \$ 45.72	35,404	D
Common Stock	05/08/2007		M		3,366 A \$ 45.76	38,770	D
Common Stock	05/08/2007		M		7,574 A \$ 45.76	46,344	D
Common Stock	05/08/2007		F		4,155 D \$ 56.23	42,189	D
Common Stock	05/08/2007		F		6,625 D \$ 56.23	35,564	D

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Common Stock	05/08/2007	F	2,945	D	\$ 56.23	32,619	D	
Common Stock						1,093,454 <sup>(1)</sup>	I	401(k) Plan
Common Stock						22 <sup>(2)</sup>	I	By Son

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Options (Right to buy)	\$ 45.72	05/08/2007		M	4,752	11/07/2006 02/04/2013	Common Stock	4,752
Stock Options (Right to buy)	\$ 45.76	05/08/2007		M	3,366	05/08/2007 02/04/2013	Common Stock	3,366
Stock Options (Right to buy)	\$ 45.76	05/08/2007		M	7,574	05/08/2007 02/04/2013	Common Stock	7,574
Stock Options (Right to buy)	\$ 56.23	05/08/2007		A	2,945	05/08/2008 02/04/2013	Common Stock	2,945
Stock Options (Right to buy)	\$ 56.23	05/08/2007		A	6,625	05/08/2008 02/04/2013	Common Stock	6,625

Stock Options (Right to buy)	\$ 56.23	05/08/2007	A	4,155	05/08/2008	02/04/2013	Common Stock	4,155
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BESSETTE ANDY F THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			EVP and Chief Admin Officer	

## Signatures

Bruce A. Backberg, by power of attorney  
 05/09/2007  
 \*\*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) Includes common shares and shares of common stock that may be acquired upon the conversion of shares of Series B Preferred Stock, each of which is convertible into 8 shares of common stock.
- (2) The 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.