

TRAVELERS COMPANIES, INC.

Form 4

October 29, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spence Kenneth Franklin III

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)
10/28/2009

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & General Counsel

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)
X 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 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)
Common Stock	10/28/2009		M	5,000 A	\$ 33.51 28,955	D	
Common Stock	10/28/2009		S	5,000 D	\$ 51.273 23,955	D	
Common Stock	10/28/2009		M	4,045 A	\$ 35.25 28,000	D	
Common Stock	10/28/2009		S	4,045 D	\$ 51.273 23,955	D	
Common Stock					2,474.77 ⁽³⁾	I	401(k) Plan

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 33.51	10/28/2009		M	5,000	<u>(1)</u>	10/04/2014	Common Stock	5,000
Stock Options (Right to Buy)	\$ 35.25	10/28/2009		M	4,045	04/01/2004 <u>(2)</u>	05/01/2010	Common Stock	4,045

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Spence Kenneth Franklin III THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102	EVP & General Counsel

Signatures

/s/Wendy C. Skjerven, by power of attorney 10/29/2009

____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).

- The option vested in the following increments: (i) 50% of the option shares vested on the second anniversary of the grant date, (1) 10/04/2006; (ii) 25% of the option shares vested on the third anniversary, 10/04/2007, and (iii) 25% of the option shares vested on the fourth anniversary, 10/04/2008.
- (2) The option vested in full on the effective date of the merger between The St. Paul Companies, Inc. (now known as The Travelers Companies, Inc.) and Travelers Property Casualty Corp.
- (3) 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.

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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