

TRAVELERS COMPANIES, INC.

Form 4

January 29, 2010

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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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEYMAN WILLIAM H

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)
THE TRAVELERS COMPANIES,
INC., 385 WASHINGTON STREET

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice Chairman & Chief Inv Off

(Street)
ST. PAUL, MN 55102

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/28/2010		M	23,838 A	\$ 36.97 129,219	D	
Common Stock	01/28/2010		S	23,838 D	\$ 50.0714 (1) 105,381	D	
Common Stock					1,194.7	I	401(k) Plan
Common Stock					2,256 (2)	I	Held By Spouse
					250 (2)	I	

Common
StockIn Trust
For
Stepson

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.97	01/28/2010		M	23,838	<u>(3)</u> 01/25/2015	Common Stock	23,838

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

HEYMAN WILLIAM H
THE TRAVELERS COMPANIES, INC.
385 WASHINGTON STREET
ST. PAUL, MN 55102

Vice Chairman & Chief Inv Off

Signatures

/s/Wendy C. Skjerven, by power of
attorney

01/29/2010

**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 the weighted average sales price for increments ranging from \$50.05 to \$50.20. The Reporting Person undertakes to provide upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding

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the number of shares sold at each separate price.

- (2) Reporting Person disclaims beneficial ownership of these shares.
- (3) The option vested in the following installments: (i) 50% of the option shares vested on the fourth anniversary of the grant date, 1/25/2009 and (ii) 50% of the option shares vested on the fifth anniversary of the grant date, 1/25/2010.

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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