

LISS SAMUEL G

Form 3

October 10, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â LISS SAMUEL G

(Last) (First) (Middle)

THE ST. PAUL TRAVELERS
COMPANIES, INC.,Â 385
WASHINGTON STREET

(Street)

ST. PAUL,Â MNÂ 55102

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/29/2006

3. Issuer Name **and** Ticker or Trading Symbol

ST PAUL TRAVELERS COMPANIES INC [STA]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

106,898 ⁽¹⁾

D

Â

Common Stock

113

I

401(k) Plan

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Performance Shares	Â (2)	12/31/2008	Common Stock	10,745 (2)	\$ (2)	D	Â
Stock Options (Right to buy)	Â (3)	02/04/2013	Common Stock	200,000	\$ 30.94	D	Â
Stock Options (Right to buy)	Â (4)	01/25/2015	Common Stock	88,909	\$ 36.97	D	Â
Stock Options (Right to buy)	Â (4)	01/25/2015	Common Stock	40,589	\$ 36.97	D	Â
Stock Options (Right to buy)	Â (5)	02/02/2014	Common Stock	100,000	\$ 42.88	D	Â
Stock Options (Right to buy)	Â (6)	02/02/2014	Common Stock	50,000	\$ 43.35	D	Â
Stock Options (Right to buy)	02/06/2009	02/06/2016	Common Stock	76,012	\$ 44.79	D	Â
Series B Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	87.64	\$ (7)	I	401(k) Savings Plan Trust

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LISS SAMUEL G THE ST. PAUL TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102	Â	Â	Â Executive Vice President	Â

Signatures

Bruce A. Backberg, by power of attorney 10/10/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(2) Each performance share represents the right to receive one share of common stock if the target level of performance is achieved. The performance objective for determining the number of shares earned is the Issuer's adjusted return on equity over a three year period. The actual number of shares received could range from 0-160% of the target number of shares based on a sliding scale of performance levels. For example, 50% of the shares are earned if the minimum objective is achieved, 100% of the shares are earned if the target objective is achieved and 160% of the shares are earned if the maximum objective is achieved. Payouts of performance shares will be interpolated if actual performance exceeds the minimum level, but falls between the specified intermediary levels.

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- (3) These options are currently exercisable.

The shares are held in the Issuer's tax-qualified 401(k) Savings Plan Trust and can only be converted by the Plan's trustee. Distributions from the Plan are allowed only upon vested termination, retirement, death or disability. At the election of the Reporting Person, allowed distributions may be received in the form of common stock, converted on a one share of preferred stock to eight shares of common stock basis, or cash, with distributions based on the preferred stock's current value.

- (6) 50% of these options are currently exercisable, 25% become exercisable on February 12, 2007 and the remaining 25% on February 12, 2008.

- (5) 50% of these options are currently exercisable, 25% become exercisable on February 2, 2007 and the remaining 25% become exercisable on February 2, 2008.

With respect to 40,589 of those options, 50% become exercisable on 1/25/07, 25% become exercisable on 1/25/08, and the remaining

- (4) 25% become exercisable on 1/25/09. With respect to 88,909 of these options, 50% become exercisable on 1/25/09, and the remaining 50% become exercisable on 1/25/10.

- (1) This amount includes 101,751 shares of restricted stock that are currently restricted.

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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