LIPP ROBERT I

Form 4

October 28, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LIPP ROBERT I Issuer Symbol TRAVELERS COMPANIES, INC. (Check all applicable) [TRV] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) THE TRAVELERS COMPANIES. 10/26/2009 INC., 385 WASHINGTON STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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. Transactic Code (Instr. 8)	4. Securities Acquired (A) or orDisposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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	10/26/2009		M	100,000	A	\$ 42.69	100,000	I	By Lipp Travelers SO, LLC		
Common Stock	10/26/2009		S	100,000	D	\$ 51.2902 (2)	0	I	By Lipp Travelers SO, LLC		
Common Stock							49,130.82 (3)	D			
Common							236.498	I	401(k)		

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Stock Plan

Common Stock 324,074 (4) I In Trusts

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

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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 or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou: Numb Shares
Stock Options (Right to Buy)	\$ 42.69	10/26/2009		M	100,000	04/01/2004(5)	03/22/2012	Common Stock	100,0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LIPP ROBERT I THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102



## **Signatures**

/s/Wendy C. Skjerven, by power of attorney 10/28/2009

\*\*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).
- Lipp Travelers SO, LLC is owned by the Reporting Person and certain grantor retained annuity trusts of the Reporting Person. Options

  (1) previously held directly by the Reporting Person were transferred to Lipp Travelers SO, LLC so are now held indirectly by the Reporting Person.

Reporting Owners 2

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- Represents the weighted average sales price for price increments ranging from \$51.09 to \$51.40. 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 the number of shares sold at each separate price.
- Includes 73.02 shares of deferred stock units acquired since August 3, 2009 pursuant to the dividend reinvestment feature of the (3) Company's Deferred Compensation Plan for Non-Employee Directors and shares of common stock previously held indirectly in trust that were transferred to the Reporting Person and are now held directly.
- (4) Reflects the transfer of shares previously held indirectly in trust to the Reporting Person, which are now held directly.
- (5) 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.

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.