KING WILLIAM H
Form 5
February 14, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
[_] Form 3 Holdings Reported
[_] Form 4 Transactions Reported

---

1. Name and Address of Reporting Person*

Kling	William	H.
(Last)	(First)	(Middle)

Minnesota Public Radio & Greenspring Company, 45 East 7th Street
(Street)

ST. PAUL	MN	55101
(City)	(State)	(Zip)

---

2. Issuer Name and Ticker or Trading Symbol

THE ST. PAUL COMPANIES, INC. (SPC)

---

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

---

4. Statement for Month/Day/Year

December 31, 2002

---

*If the form is filled by more than one reporting person,
see Instruction 4(b)(v).
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.

5. If Amendment, Date of Original (Month/Day/Year)

---

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

[X] Director
[ ] 10% Owner
[ ] Officer (give title below)
[ ] Other (specify below)

Title if applicable: Director

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person
[ ] Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/yy)	2a. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amoun Secur Benef Owned at En of Is Fisca (Inst and 4
				Amount	(A) or (D)	Price	

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

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

	2. Conver- sion or	5. Number of Derivative	6.	7. Title and Amount of Underlying	8

1. Title of Derivative Security (Instr. 3)	Exer-cise Price of Deriv-ative Secur-ity	3. Trans-action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any(Month/ Day/Year)	4. Trans-action Code (Instr. 8)	Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A)	(D)	Date Exercisable and Expiration Date (Month/Day/Year) Date Exer-cisable	Expira-tion Date	Securities (Instr. 3 and 4) Title	Amount or Number of Shares	P o D a S i (5
Phantom Stock Units (1)	$0.00	01/17/02		J	218.09				Common Stock	218.09	$4
Phantom Stock Units (1)	$0.00	04/17/02		J	184.85				Common Stock	184.85	$4
Phantom Stock Units (1)	$0.00	07/17/02		J	307.95				Common Stock	307.95	$3
Phantom Stock Units (1)	$0.00	10/17/02		J	280.52				Common Stock	280.52	$3

Explanation of Responses:
(1) These are phantom shares acquired through dividend reinvestment under the Company's Deferred
Directors. Distributions must be received by the reporting person in stock according to an elect
reporting person, approved by the Company's Board Governance Committee, and kept on file by the C
exempt under Rule 16-3(d).

By: /s/ William H. Kling 021403

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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.