

LISS SAMUEL G
Form 3
October 10, 2006

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LISS SAMUEL G | | (Month/Day/Year) | ST PAUL TRAVELERS COMPANIES INC [STA] | |
| (Last) | (First) | 09/29/2006 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| THE ST. PAUL TRAVELERS COMPANIES, INC.,Â 385 WASHINGTON STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |
| ST. PAUL,Â MNÂ 55102 | | | | |
| (City) | (State) | (Zip) | | |

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)

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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 Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. 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).

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. (2) 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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