

ST PAUL TRAVELERS COMPANIES INC
 Form 4
 January 04, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 NELSON GLEN D

2. Issuer Name and Ticker or Trading Symbol
 ST PAUL TRAVELERS COMPANIES INC [STA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2006

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

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

(Street)

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

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 01/03/2006 | | A | (A) Code V Amount (D) Price 363.78 (1) A \$ 44.67 | 7,656.22 (2) | D | |
| Common Stock | | | | | 89,056 | I | By Trust |

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

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SEC 1474 (9-02)

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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. Price of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 27.5 | | | | | 11/07/2000 | 11/07/2006 | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 32.6875 | | | | | 11/02/2003 | 11/02/2009 | Common Stock | 6,000 |
| Stock Options (Right to buy) | \$ 32.8 | | | | | 04/01/2004 | 10/31/2012 | Common Stock | 6,000 |
| Stock Options (Right to buy) | \$ 34 | | | | | 11/03/2002 | 11/03/2008 | Common Stock | 6,000 |
| Stock Options (Right to buy) | \$ 35.98 | | | | | 05/03/2006 | 05/03/2015 | Common Stock | 4,237 |
| Stock Options (Right to buy) | \$ 37.4 | | | | | 07/28/2005 | 07/28/2014 | Common Stock | 3,889 |
| Stock Options (Right to buy) | \$ 38.96 | | | | | 04/01/2004 | 11/04/2013 | Common Stock | 6,000 |
| Stock Options | \$ 40.1875 | | | | | 11/07/2001 | 11/04/2007 | Common Stock | 3,000 |

(Right to buy)

| | | | | | |
|------------------------------|----------|------------|------------|--------------|-------|
| Stock Options (Right to buy) | \$ 49.64 | 04/01/2004 | 11/06/2011 | Common Stock | 6,000 |
|------------------------------|----------|------------|------------|--------------|-------|

| | | | | | |
|------------------------------|------------|------------|------------|--------------|-------|
| Stock Options (Right to buy) | \$ 50.4375 | 04/01/2004 | 11/09/2010 | Common Stock | 6,000 |
|------------------------------|------------|------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NELSON GLEN D THE ST. PAUL TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102 | X | | | |

Signatures

Bruce A. Backberg, by power of attorney 01/04/2006

**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).

These are deferred common stock units acquired pursuant to the Company's 2004 Stock Incentive Plan and the Deferred Compensation Plan for Non-Employee Directors. The deferred common stock units are converted into shares of Company common stock on a

(1) one-for-one basis upon distribution. Distribution of shares of common stock occurs six months after a director's service on the Board terminates or upon another date or dates designated by the director pursuant to the Company's Deferred Compensation Plan for Non-Employee Directors.

Includes the shares of deferred common stock units being reported and those previously granted under one or more of the Company's

(2) directors' compensation plans. Also includes 27.67 shares of deferred common stock units acquired on 1/3/2006 pursuant to dividend reinvestment features of those plans which will be distributed as described in footnote 1 above.

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.