

ST PAUL TRAVELERS COMPANIES INC

Form 4

April 05, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**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 *
 SCHARF CHARLES W

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)
 04/01/2005

☒ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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	04/01/2005		A	Amount 340.32 (1)	\$ 36.73	8,887.35 (2)	D

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

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 information contained in this form are not
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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)**

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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. Pri Deriv Secur (Instr.
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 29.54							09/25/2003 09/25/2012	Common Stock 2,167
Stock Options (Right to buy)	\$ 37.4							07/28/2005 07/28/2014	Common Stock 3,889
Stock Options (Right to buy)	\$ 37.87							04/24/2004 04/24/2013	Common Stock 2,167

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHARF CHARLES W THE ST. PAUL TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102	X

Signatures

Anthony M. Pepper,
Attorney-in-Fact 04/05/2005

**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).
- (1) 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 one-for-one basis upon distribution. Distribution of shares of common stock occurs six months after a director's service on the Board

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terminates or upon another date or dates designated by the director pursuant to the Company's Deferred Compensation Plan for Non-Employee Directors.

- Includes (1) the 340.32 shares of deferred common stock units being reported, (2) 4,159.19 shares of deferred, unissued Common Stock previously granted pursuant to the Travelers Property Casualty Corp. Compensation Plan for Non-Employee Directors, (3) 1,336.90
- (2) shares of deferred common stock units previously granted pursuant to the Company's Deferred Compensation Plan for Non-Employee Directors, and (4) 33.59 shares of deferred common stock units acquired on 3/31/05, and 22.35 shares previously acquired, in each case 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.

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