CORNELIUS JAMES M
Form 4
January 05, 2005

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CORNELIUS JAMES M

(Last) (First) (Middle)

GUIDANT CORPORATION, 111 MONUMENT CIRCLE, 29TH FLOOR

(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHUBB CORP [CB]

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. 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 (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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| COMMON | | | | | | | | 16,000 | D | |

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 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| MARKET VALUE UNITS (1) | $ 0 | 01/04/2005 | | A | | 12.37 | | (1) | (1) | COMMON |
| PERFORMANCE SHARE (2) | $ 0 (2) | | | | | | | (2) | (2) | COMMON |
| STOCK OPTION (3) | $ 77.56 | | | | | | | 04/28/1998 | 04/27/2020 | COMMON |
| STOCK OPTION (3) | $ 60.06 | | | | | | | 04/27/1999 | 04/27/2020 | COMMON |
| STOCK OPTION (3) | $ 64 | | | | | | | 04/25/2000 | 04/27/2020 | COMMON |
| STOCK OPTION (3) | $ 64.9 | | | | | | | 04/24/2001 | 04/27/2020 | COMMON |
| STOCK OPTION (3) | $ 76.32 | | | | | | | 04/30/2002 | 04/27/2020 | COMMON |
| STOCK OPTION (3) | $ 53.02 | | | | | | | 04/29/2003 | 04/27/2020 | COMMON |
| STOCK UNITS (4) | $ 0 (4) | | | | | | | (4) | (4) | COMMON |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CORNELIUS JAMES M<br>GUIDANT CORPORATION<br>111 MONUMENT CIRCLE, 29TH FLOOR<br>INDIANAPOLIS, IN 46204 | X | | | |

# Signatures

| | |
|---|---|
| By: Patricia S. Tomczyk, POA | 01/05/2005 |
| **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)** Market Value Units in The Chubb Corporation Directors Deferred Compensation Plan. Units are payable in common stock only and the value of such units are based on the market value of the Coporation's common stock.

**(2)** Represents 200% of the target performance share award, which is the maximum number of shares issuable under this award for the performance cycle ending December 31, 2006.

**(3)** All Stock Options are granted in tandem with tax withholding rights.

**(4)** Stock Units vest on the grant date and are payable in stock at the earlier of the third anniversary of the grant or termination of service as a director, unless subject to a deferral election.

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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