

NUVEEN INVESTMENTS INC
Form 4
August 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 *
ST PAUL TRAVELERS
COMPANIES INC

2. Issuer Name and Ticker or Trading Symbol
NUVEEN INVESTMENTS INC
[JNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
385 WASHINGTON STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2005

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

ST. PAUL, MN 55102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A common stock | 07/29/2005 | | C | | 3,389,500 | A | Ⓛ |
| Class A common stock | 08/01/2005 | | C | | 5,824,800 | A | Ⓛ |
| Class A common stock | 08/01/2005 | | X | | 5,824,800 | D | Ⓛ |

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

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(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|-----------------|---|----------------------|-------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares | |
| Class B common stock | (1) | 07/29/2005 | | C | V | (A) 3,389,500 | (D) | 07/29/2005 | 07/29/2005 | Class A common stock | 3,389 |
| Class B common stock | (1) | 08/01/2005 | | C | V | (A) 5,824,800 | (D) | 08/01/2005 | 08/01/2005 | Class A common stock | 5,824 |
| Forward Sale | (3) | 08/01/2005 | | X | V | (A) 5,824,800 | (D) | 08/01/2005 | 08/01/2005 | Class A common stock | 5,824 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ST PAUL TRAVELERS COMPANIES INC
385 WASHINGTON STREET
ST. PAUL, MN 55102

X

Signatures

/s/ Bruce A Backberg, Senior Vice President, The St. Paul Travelers Companies, Inc.

08/05/2005

__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) Shares of Class B common stock are convertible on a one-to-one basis for shares of Class A common stock at the option of the holder.

(2) Shares of Class A common stock delivered in satisfaction of the forward sales as described in Table II below.

(3) Satisfied on a one-to-one basis for shares of Class A common stock.

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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