

TRAVELERS COMPANIES, INC.

Form 4

March 02, 2011

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENET JAY S

2. Issuer Name **and** Ticker or Trading
Symbol
TRAVELERS COMPANIES, INC.
[TRV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice Chairman and CFO

**THE 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2011		M	27,513	A \$ 51.57	84,677.032	D
Common Stock	03/01/2011		S ⁽¹⁾	27,513	D \$ 59.675	57,164.032	D
Common Stock	03/01/2011		M	37	A \$ 53.67	57,201.032	D
Common Stock	03/01/2011		S ⁽¹⁾	37	D \$ 59.91	57,164.032	D
	03/01/2011		M	5,869	A \$ 52.18	63,033.032	D

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Common
Stock

Common Stock	03/01/2011	<u>S</u> (1)	5,869	D	\$ 59.889 (3)	57,164.032	D
Common Stock	03/01/2011	M	4,971	A	\$ 51.34	62,135.032	D
Common Stock	03/01/2011	<u>S</u> (1)	4,971	D	\$ 59.91	57,164.032	D
Common Stock	03/01/2011	M	41	A	\$ 52.3	57,205.032	D
Common Stock	03/01/2011	<u>S</u> (1)	41	D	\$ 59.91	57,164.032	D
Common Stock	03/01/2011	M	3,733	A	\$ 52.88	60,897.032	D
Common Stock	03/01/2011	<u>S</u> (1)	3,733	D	\$ 59.91	57,164.032	D
Common Stock	03/01/2011	M	2,235	A	\$ 51.4	59,399.032	D
Common Stock	03/01/2011	<u>S</u> (1)	2,235	D	\$ 59.91	57,164.032	D
Common Stock						609.951	I
							401(k) Plan

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 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	Amount or Number of Shares
Stock	\$ 51.57	03/01/2011		M		27,513		05/07/2007	03/22/2012	Common	27,513

Options (Right to Buy)								Stock	
Stock Options (Right to Buy)	\$ 53.67	03/01/2011	M	37	10/16/2007	03/22/2012	Common Stock		37
Stock Options (Right to Buy)	\$ 52.18	03/01/2011	M	5,869	01/23/2008	03/22/2012	Common Stock		5,869
Stock Options (Right to Buy)	\$ 51.34	03/01/2011	M	4,971	01/25/2008	03/22/2012	Common Stock		4,971
Stock Options (Right to Buy)	\$ 52.3	03/01/2011	M	41	04/16/2008	03/22/2012	Common Stock		41
Stock Options (Right to Buy)	\$ 52.88	03/01/2011	M	3,733	04/29/2008	03/22/2012	Common Stock		3,733
Stock Options (Right to Buy)	\$ 51.4	03/01/2011	M	2,235	05/09/2008	03/22/2012	Common Stock		2,235

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENET JAY S THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Vice Chairman and CFO	

Signatures

/s/Wendy C. Skjerven, by power of attorney 03/02/2011

__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) The sale transaction reported on this Form 4 was made pursuant to a trading plan entered into in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934 and previously disclosed in a Form 10-K filed by the Issuer on February 17, 2011.

(2) Represents the weighted average sales price for price increments ranging from \$59.52 to \$59.89. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(3) Represents the weighted average sales price for price increments ranging from \$59.84 to \$59.91. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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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