

ST PAUL TRAVELERS COMPANIES INC

Form 4

August 24, 2005

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

(Last) (First) (Middle)

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

(Street)

ST. PAUL, MN 55102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock	08/23/2005		M	4,861 A	\$ 37.61	75,106 D	
Common Stock	08/23/2005		F	4,306 D	\$ 45.14	70,800 D	
Common Stock					377.1215	I	401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

**required to respond unless the form
displays a currently valid OMB control
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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 23.64							04/01/2004	06/30/2007	Common Stock	169
Stock Options (Right to buy)	\$ 34.17							04/01/2004	06/30/2008	Common Stock	116
Stock Options (Right to buy)	\$ 36.97							01/25/2007	01/25/2015	Common Stock	44,455
Stock Options (Right to buy)	\$ 36.97							01/25/2009	01/26/2015	Common Stock	73,447
Stock Options (Right to buy)	\$ 37.98							04/01/2004	10/27/2005	Common Stock	631
Stock Options (Right to buy)	\$ 38.43							06/30/2000	06/30/2009	Common Stock	104
Stock Options (Right to buy)	\$ 38.47							04/01/2004	11/02/2008	Common Stock	5,567
Stock Options (Right to	\$ 39.09							04/01/2004	09/24/2007	Common Stock	1,265

buy)

Stock
Options
(Right to
buy)

\$ 40.87

07/13/2004

11/02/2008

Common
Stock

36

Stock
Options
(Right to
buy)

\$ 42.55

04/27/2006

04/27/2014

Common
Stock

64,096

Stock
Options
(Right to
buy)

\$ 42.69

03/22/2003

03/22/2012

Common
Stock

86,680

Stock
Options
(Right to
buy)

\$ 44.63

02/03/2006

11/02/2008

Common
Stock

738

Stock
Options
(Right to
buy)

\$ 49.42

07/18/2001

04/18/2010

Common
Stock

17,264

Stock
Options
(Right to
buy)

\$ 55.26

04/01/2004

09/24/2007

Common
Stock

1,039

Stock
Options
(Right to
buy)

\$ 55.26

04/01/2004

11/02/2008

Common
Stock

4,563

Stock
Options
(Right to
buy)

\$ 55.71

04/01/2004

10/27/2005

Common
Stock

634

Stock
Options
(Right to
buy)

\$ 55.71

04/01/2004

09/24/2007

Common
Stock

1,082

Stock
Options
(Right to
buy)

\$ 55.71

04/01/2004

11/02/2008

Common
Stock

4,761

Stock
Options
(Right to
buy)

\$ 59.08

07/16/2002

01/16/2011

Common
Stock

15,736

Stock Options (Right to buy)	\$ 61.31					04/01/2004	09/24/2007	Common Stock	966
Stock Options (Right to buy)	\$ 61.93					04/01/2004	10/27/2005	Common Stock	1,187
Stock Options (Right to buy)	\$ 61.93					04/01/2004	09/24/2007	Common Stock	1,010
Stock Options (Right to buy)	\$ 61.93					04/01/2004	11/02/2008	Common Stock	3,176
Stock Options (Right to buy)	\$ 37.61	08/23/2005	M	4,861		05/03/2004	11/02/2008	Common Stock	4,861
Stock Options (Right to buy)	\$ 45.14	08/23/2005	A	4,306		02/23/2006	11/02/2008	Common Stock	4,306

Reporting Owners

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

Signatures

Bruce A. Backberg, by power of attorney 08/24/2005

__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).

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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