

ST PAUL TRAVELERS COMPANIES INC
 Form 4
 November 08, 2006

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 *
 BESSETTE ANDY F

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP and Chief Admin Officer

(Last) (First) (Middle)
 THE ST. PAUL TRAVELERS COMPANIES, INC., 385 WASHINGTON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/08/2006

ST. PAUL, MN 55102
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/08/2006 | | M | A | \$ 30.94 | 34,204 | D |
| Common Stock | 11/08/2006 | | M | A | \$ 38.09 | 43,627 | D |
| Common Stock | 11/08/2006 | | F | D | \$ 52.4 | 35,935 | D |
| Common Stock | 11/08/2006 | | F | D | \$ 52.4 | 31,951 | D |
| | | | | | 1,074.516 ⁽¹⁾ | | I |

Common
Stock

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 required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Right to buy) | \$ 30.94 | 11/08/2006 | | M | | 5,499 | | 04/01/2004 | 02/04/2013 | Common Stock | 5,499 |
| Stock Options (Right to buy) | \$ 38.09 | 11/08/2006 | | M | | 9,423 | | 05/06/2006 | 02/04/2013 | Common Stock | 9,423 |
| Stock Options (Right to buy) | \$ 52.4 | 11/08/2006 | | A | | 3,984 | | 11/08/2007 | 02/04/2013 | Common Stock | 3,984 |
| Stock Options (Right to buy) | \$ 52.4 | 11/08/2006 | | A | | 7,692 | | 11/08/2007 | 02/04/2013 | Common Stock | 7,692 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BESSETTE ANDY F
THE ST. PAUL TRAVELERS COMPANIES, INC.
385 WASHINGTON STREET

EVP and Chief Admin Officer

ST. PAUL, MN 55102

Signatures

Bruce A. Backberg, by power of
attorney

11/08/2006

__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) Includes common shares and shares of common stock that may be acquired upon the conversion of shares of Series B Preferred Stock, each of which is convertible into 8 shares of 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.