

ST PAUL TRAVELERS COMPANIES INC

Form 4

May 08, 2006

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 *
NELSON GLEN D

(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)
05/04/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)
Common Stock	05/04/2006		A	(A) or (D) 2,726 (1) \$ 45.85	10,802.8	D	
Common Stock					89,056	I	By Trust

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

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SEC 1474
(9-02)

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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)		8. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 27.5					11/07/2000	11/07/2006	Common Stock	2,000	
Stock Options (Right to buy)	\$ 32.6875					11/02/2003	11/02/2009	Common Stock	6,000	
Stock Options (Right to buy)	\$ 32.8					04/01/2004	10/31/2012	Common Stock	6,000	
Stock Options (Right to buy)	\$ 34					11/03/2002	11/03/2008	Common Stock	6,000	
Stock Options (Right to buy)	\$ 35.98					05/03/2006	05/03/2015	Common Stock	4,237	
Stock Options (Right to buy)	\$ 37.4					07/28/2005	07/28/2014	Common Stock	3,889	
Stock Options (Right to buy)	\$ 38.96					04/01/2004	11/04/2013	Common Stock	6,000	
Stock Options	\$ 40.1875					11/07/2001	11/04/2007	Common Stock	3,000	

(Right to
buy)

Stock

Options
(Right to
buy)

\$ 49.64

04/01/2004 11/06/2011

Common
Stock

6,000

Stock

Options
(Right to
buy)

\$ 50.4375

04/01/2004 11/09/2010

Common
Stock

6,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

NELSON GLEN D

THE ST. PAUL TRAVELERS COMPANIES, INC.

385 WASHINGTON STREET

ST. PAUL, MN 55102

X

Signatures

Bruce A. Backberg, by power of
attorney

05/08/2006

**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).

These are deferred common stock units acquired pursuant to the Company's 2004 Stock Incentive Plan that vest one year after the date of grant and are converted into shares of Company common stock on a one-for-one basis upon distribution. Distribution of shares of

- (1) common stock occurs six months after a director's service on the Board terminates, or upon a later date or dates designated by the director if he or she has elected to further defer receipt of shares pursuant to the Company's Deferred Compensation Plan for Non-Employee Directors.

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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