

Spence Kenneth Franklin III
 Form 4
 August 01, 2012

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 *
 Spence Kenneth Franklin III

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)

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

THE TRAVELERS COMPANIES, INC., 385 WASHINGTON STREET

07/30/2012

EVP & General Counsel

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/30/2012		M		13,000 A \$ 39.19	39,654.278	D
Common Stock	07/30/2012		S		13,000 D \$ 63.492	26,654.278	D
Common Stock	07/30/2012		M		1,188 A \$ 53.6	27,842.278	D
Common Stock	07/30/2012		S		1,188 D \$ 63.499	26,654.278	D

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Common Stock	07/30/2012	M	1,998	A	\$ 53.6	28,652.278	D	
Common Stock	07/30/2012	S	1,998	D	\$ 63.54 (3)	26,654.278	D	
Common Stock	07/30/2012	M	1,541	A	\$ 53.93	28,195.278	D	
Common Stock	07/30/2012	S	1,541	D	\$ 63.501 (4)	26,654.278	D	
Common Stock	07/30/2012	M	908	A	\$ 54.31	27,562.278	D	
Common Stock	07/30/2012	S	908	D	\$ 63.533 (5)	26,654.278	D	
Common Stock						2,667.341	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 Options (Right to Buy)	\$ 39.19	07/30/2012		M	13,000	02/03/2012	02/03/2019	Common Stock	13,000
Stock Options (Right to Buy)	\$ 53.6	07/30/2012		M	1,188	11/09/2010	02/04/2013	Common Stock	1,188
	\$ 53.6	07/30/2012		M	1,998	11/09/2010	02/04/2013		1,998

Stock Options (Right to Buy)								Common Stock	
Stock Options (Right to Buy)	\$ 53.93	07/30/2012	M	1,541	11/10/2010	02/04/2013		Common Stock	1,541
Stock Options (Right to Buy)	\$ 54.31	07/30/2012	M	908	11/11/2010	02/04/2013		Common Stock	908

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spence Kenneth Franklin III THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			EVP & General Counsel	

Signatures

/s/Wendy C. Skjerven, by power of attorney 08/01/2012

__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) Represents the weighted average sales price for price increments ranging from \$63.48 to \$63.51. 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.
 - (2) Represents the weighted average sales price for price increments ranging from \$63.49 to \$63.50. 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.
 - (3) Represents the weighted average sales price for price increments ranging from \$63.51 to \$63.58. 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.
 - (4) Represents the weighted average sales price for price increments ranging from \$63.50 to \$63.51. 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.
 - (5) Represents the weighted average sales price for price increments ranging from \$63.53 to \$63.54. 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.

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.