

HEYMAN WILLIAM H

Form 4

July 26, 2017

**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

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HEYMAN WILLIAM H

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)  
THE TRAVELERS COMPANIES,  
INC., 385 WASHINGTON STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/24/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Vice Chairman & Chief Inv Off

(Street)  
ST. PAUL, MN 55102

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

(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	07/24/2017		M	14,000	A \$ 80.35 253,744.046	D	
Common Stock	07/24/2017		S	10,000	D \$ 125.55 243,744.046	D	
Common Stock	07/24/2017		S	4,000	D \$ 126.38 239,744.046	D	
Common Stock	07/25/2017		M	10,000	A \$ 80.35 249,744.046	D	

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Common Stock	07/25/2017	S	10,000	D	\$ 127.83 (3)	239,744.046	D	
Common Stock						1,429.272	I	401(k) Plan
Common Stock						2,256	I	Held By Spouse (4)
Common Stock						250	I	In Trust For Stepson (4)

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

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SEC 1474  
(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)	\$ 80.35	07/24/2017		M	14,000	02/04/2017 02/04/2024	Common Stock 14,000
Stock Options (Right to Buy)	\$ 80.35	07/25/2017		M	10,000	02/04/2017 02/04/2024	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
HEYMAN WILLIAM H	Director 10% Owner Officer Vice Chairman & Chief Inv Off Other

THE TRAVELERS COMPANIES, INC.  
385 WASHINGTON STREET  
ST. PAUL, MN 55102

## Signatures

/s/Wendy C. Skjerven, by power of  
attorney

07/26/2017

\_\_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).

Represents the weighted average sales price for increments ranging from \$125.25 to \$126.00. The Reporting Person undertakes to provide  
(1) 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.

Represents the weighted average sales price for increments ranging from \$126.25 to \$126.50. The Reporting Person undertakes to provide  
(2) 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.

Represents the weighted average sales price for increments ranging from \$127.79 to \$128.00. The Reporting Person undertakes to provide  
(3) 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) The Reporting Person disclaims beneficial ownership of these shares.

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.