

ST PAUL TRAVELERS COMPANIES INC

Form 4

February 16, 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 *
MACLEAN BRIAN W

(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)
02/14/2005

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 ____ Other (specify
below) below)
Co-Chief Operating Officer

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 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	02/14/2005		F	628 ⁽¹⁾ D	\$ 39.105	63,513	D
Common Stock					375.0021	I	401(k) Plan
Common Stock					40	I	By son

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 number.

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. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 23.64							06/30/1998	06/30/2007	Common Stock	169
Stock Options (Right to buy)	\$ 34.15							03/24/2005	09/24/2007	Common Stock	488
Stock Options (Right to buy)	\$ 34.17							06/30/1999	06/30/2008	Common Stock	116
Stock Options (Right to buy)	\$ 35.49							04/01/2004	09/24/2007	Common Stock	476
Stock Options (Right to buy)	\$ 36.97							01/25/2007	01/25/2015	Common Stock	40,589
Stock Options (Right to buy)	\$ 36.97							01/25/2009	01/26/2015	Common Stock	101,794
Stock Options (Right to buy)	\$ 37.29							04/01/2004	10/27/2005	Common Stock	635

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Stock Options (Right to buy)	\$ 37.29	04/01/2004	11/02/2008	Common Stock	468
Stock Options (Right to buy)	\$ 37.61	05/03/2004	11/02/2008	Common Stock	3,816
Stock Options (Right to buy)	\$ 37.66	05/05/2004	11/02/2008	Common Stock	1,879
Stock Options (Right to buy)	\$ 38.43	06/30/2000	06/30/2009	Common Stock	104
Stock Options (Right to buy)	\$ 38.54	04/01/2004	11/02/2008	Common Stock	180
Stock Options (Right to buy)	\$ 39.32	09/29/2004	09/24/2007	Common Stock	536
Stock Options (Right to buy)	\$ 39.32	09/29/2004	11/02/2008	Common Stock	29
Stock Options (Right to buy)	\$ 40.67	11/03/2004	11/02/2008	Common Stock	1,554
Stock Options (Right to buy)	\$ 41.58	09/03/2004	11/02/2008	Common Stock	22
Stock Options (Right to buy)	\$ 41.74	07/20/2004	11/02/2008	Common Stock	1,396
Stock Options (Right to buy)	\$ 41.9	10/14/2004	09/24/2007	Common Stock	339
	\$ 41.9	10/14/2004	11/02/2008		456

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Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 42.55	04/27/2006	04/27/2014	Common Stock	64,096
Stock Options (Right to buy)	\$ 42.62	08/04/2004	11/02/2008	Common Stock	214
Stock Options (Right to buy)	\$ 42.69	03/22/2003	03/22/2012	Common Stock	75,845
Stock Options (Right to buy)	\$ 49.42	07/18/2001	04/18/2010	Common Stock	19,183
Stock Options (Right to buy)	\$ 50.55	04/01/2004	04/23/2007	Common Stock	776
Stock Options (Right to buy)	\$ 51.44	04/01/2004	11/02/2008	Common Stock	4,355
Stock Options (Right to buy)	\$ 52.4	06/30/2001	06/30/2010	Common Stock	76
Stock Options (Right to buy)	\$ 53.18	04/01/2004	11/02/2008	Common Stock	4,202
Stock Options (Right to buy)	\$ 54.66	04/01/2004	10/27/2005	Common Stock	558
Stock Options (Right to buy)	\$ 54.96	04/01/2004	04/23/2007	Common Stock	759
	\$ 55.26	04/01/2004	07/24/2006		1,475

Stock
Options
(Right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACLEAN BRIAN W THE ST. PAUL TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Co-Chief Operating Officer	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

02/16/2005

__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).

(1) Shares of common stock withheld to pay taxes upon vesting of previously awarded shares of restricted stock.

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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