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TRAVELERS PROPERTY CASUALTY CORP

Form 8-K

November 17, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): NOVEMBER 16, 2003

TRAVELERS PROPERTY CASUALTY CORP.  
(Exact name of registrant as specified in its charter)

CONNECTICUT	001-31266	06-1008174
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

ONE TOWER SQUARE	06183
HARTFORD, CONNECTICUT	
(Address of principal executive offices)	(Zip Code)

(860) 277-0111  
(Registrant's telephone number, including area code)

(NOT APPLICABLE)  
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On November 17, 2003, Travelers Property Casualty Corp., a Connecticut corporation ("Travelers"), announced that it has entered into an Agreement and Plan of Merger (the "Merger Agreement") among The St. Paul Companies, Inc., a Minnesota corporation ("The St. Paul"), Travelers and Adams Acquisition Corp., a Connecticut corporation and a direct wholly owned subsidiary of The St. Paul ("Merger Sub"). Pursuant to the Merger Agreement and subject to the terms and conditions set forth therein, Merger Sub will be merged with and into Travelers, with Travelers being the surviving corporation of such merger.

A copy of the joint press release announcing the execution of the Merger Agreement and related agreements was issued on November 17, 2003 and is attached hereto as Exhibit 99.1. A copy of the Merger Agreement is attached hereto as Exhibit 2.1. The foregoing description is qualified in its entirety by reference to the full text of such exhibits.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

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EXHIBIT NO. EXHIBIT

- 2.1 Agreement and Plan of Merger, dated as of November 16, 2003, among The St. Paul Companies, Inc., Travelers Property Casualty Corp. and Adams Acquisition Corp. (Schedules omitted).
- 99.1 Joint press release issued by The St. Paul Companies, Inc. and Travelers Property Casualty Corp. on November 17, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 17, 2003

Travelers Property Casualty Corp.

By: /s/ Paul Eddy

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Paul Eddy  
Assistant Secretary

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