

CLARKE CHARLES J  
Form 4  
November 24, 2010

**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 \*  
CLARKE CHARLES J

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)  
11/23/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman

THE TRAVELERS COMPANIES, INC., 385 WASHINGTON STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/23/2010		M	19,003	A	\$ 44.79	57,968	D
Common Stock	11/23/2010		S	19,003	D	\$ 53.986	38,965	D
						(1)		
Common Stock	11/23/2010		M	3,452	A	\$ 51.57	42,417	D
Common Stock	11/23/2010		S	3,452	D	\$ 54.104	38,965	D
						(2)		

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Common Stock	11/23/2010	M	26,286	A	\$ 52.76	65,251	D	
Common Stock	11/23/2010	S	26,286	D	\$ <u>54.094</u> (3)	38,965	D	
Common Stock	11/23/2010	M	5,947	A	\$ 52.18	44,912	D	
Common Stock	11/23/2010	S	5,947	D	\$ 54.13	38,965	D	
Common Stock	11/23/2010	M	2,373	A	\$ 51.34	41,338	D	
Common Stock	11/23/2010	S	2,373	D	\$ 54.13	38,965	D	
Common Stock	11/23/2010	M	1,891	A	\$ 52.88	40,856	D	
Common Stock	11/23/2010	S	1,891	D	\$ 54.13	38,965	D	
Common Stock	11/23/2010	M	4,580	A	\$ 51.4	43,545	D	
Common Stock	11/23/2010	S	4,580	D	\$ <u>54.138</u> (4)	38,965	D	
Common Stock	11/23/2010	M	4,941	A	\$ 51.64	43,906	D	
Common Stock	11/23/2010	S	4,941	D	\$ <u>54.262</u> (5)	38,965	D	
Common Stock	11/23/2010	M	12,473	A	\$ 51.7	51,438	D	
Common Stock	11/23/2010	S	12,473	D	\$ <u>54.409</u> (6)	38,965	D	
Common Stock	11/23/2010	M	115	A	\$ 51.9	39,080	D	
Common Stock	11/23/2010	S	115	D	\$ 54.13	38,965	D	
Common Stock						1,750.149	I	401(k) Plan

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

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SEC 1474  
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 44.79	11/23/2010		M		19,003		02/06/2009	02/06/2016	Common Stock	19,003
Stock Options (Right to Buy)	\$ 51.57	11/23/2010		M		3,452		05/07/2007	03/22/2012	Common Stock	3,452
Stock Options (Right to Buy)	\$ 52.76	11/23/2010		M		26,286		02/06/2010	02/06/2017	Common Stock	26,286
Stock Options (Right to Buy)	\$ 52.18	11/23/2010		M		5,947		01/23/2008	03/22/2012	Common Stock	5,947
Stock Options (Right to Buy)	\$ 51.34	11/23/2010		M		2,373		01/25/2008	03/22/2012	Common Stock	2,373
Stock Options (Right to Buy)	\$ 52.88	11/23/2010		M		1,891		04/29/2008	03/22/2012	Common Stock	1,891
Stock Options (Right to Buy)	\$ 51.4	11/23/2010		M		4,580		05/09/2008	03/22/2012	Common Stock	4,580
Stock Options (Right to Buy)	\$ 51.64	11/23/2010		M		4,941		11/15/2008	03/22/2012	Common Stock	4,941

Buy)										
Stock										
Options (Right to Buy)	\$ 51.7	11/23/2010		M	12,473	04/22/2010	03/22/2012	Common Stock	12,473	
Stock										
Options (Right to Buy)	\$ 51.9	11/23/2010		M	115	05/06/2010	03/22/2012	Common Stock	115	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE CHARLES J THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Vice Chairman	

## Signatures

/s/Matthew S. Furman, by power of attorney  
11/24/2010

\*\*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 \$53.93 to \$54.06. 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 \$54.095 to \$54.14. 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 \$54.00 to \$54.15. 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 \$54.11 to \$54.16. 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 \$54.22 to \$54.29. 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.
  - (6) Represents the weighted average sales price for price increments ranging from \$54.388 to \$54.42. 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.