

TRAVELERS COMPANIES, INC.

Form 4

August 15, 2012

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 *
FISHMAN JAY S

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & Chief Exec. Officer

ST. PAUL, MN 55102

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

(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	08/13/2012		M	99,170	A \$ 63.54	532,681.464	D
Common Stock	08/13/2012		S	99,170	D \$ (1) 63.754	433,511.464	D
Common Stock	08/13/2012		M	213,236	A \$ 61.02	646,747.464	D
Common Stock	08/13/2012		S	213,236	D \$ (2) 63.757	433,511.464	D

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Common Stock	08/14/2012	M	104,183	A	\$ 63.54	537,694.464	D	
Common Stock	08/14/2012	S	104,183	D	<u>\$ 63.81</u> (3)	433,511.464	D	
Common Stock	08/15/2012	M	2,698	A	\$ 63.54	436,209.464	D	
Common Stock	08/15/2012	S	2,698	D	<u>\$ 63.886</u> (4)	433,511.464	D	
Common Stock						1,299.196	I	401(k) Plan
Common Stock						288 <u>(5)</u>	I	By Children's 12-year Trust
Common Stock						60,000	I	In Trust

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 of Underlying Securities (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 63.54	08/13/2012		M	99,170	05/04/2012 02/04/2013	Common Stock 99,170
Stock Options (Right to Buy)	\$ 61.02	08/13/2012		M	213,236	05/24/2012 02/04/2013	Common Stock 213,236
Stock Options	\$ 63.54	08/14/2012		M	104,183	05/04/2012 02/04/2013	Common Stock 104,183

(Right to
Buy)

Stock

Options
(Right to
Buy)

\$ 63.54

08/15/2012

M

2,698

05/04/2012 02/04/2013

Common
Stock

2,698

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHMAN JAY S THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102		X	Chairman & Chief Exec. Officer	

Signatures

/s/Matthew S. Furman, by power of
attorney

08/15/2012

**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).

Represents the weighted average sales price for price increments ranging from \$63.75 to \$63.78. The Reporting Person undertakes to
(1) 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.

Represents the weighted average sales price for price increments ranging from \$63.75 to \$63.81. The Reporting Person undertakes to
(2) 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.

Represents the weighted average sales price for price increments ranging from \$63.65 to \$64.05. The Reporting Person undertakes to
(3) 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.

Represents the weighted average sales price for price increments ranging from \$63.8732 to \$63.93. The Reporting Person undertakes to
(4) 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) 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.

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