

TRAVELERS COMPANIES, INC.
Form 4
February 04, 2015

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 *
Spadorcia Doreen

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)
02/02/2015

___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/24/2014 | | G | V 500 D \$ 0 | 9,721.455 | D | |
| Common Stock | 02/02/2015 | | S ⁽¹⁾ | 2,000 D \$ 102.94 | 7,721.455 | D | |
| Common Stock | 02/02/2015 | | M ⁽¹⁾ | 12,300 A \$ 56.81 | 20,021.455 | D | |
| Common Stock | 02/02/2015 | | S ⁽¹⁾ | 12,300 D \$ 102.94 | 7,721.455 | D | |
| Common Stock | 02/02/2015 | | M ⁽¹⁾ | 4,081 A \$ 51.09 | 11,802.455 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|-----------|---|-------------|
| Common Stock | 02/02/2015 | S ⁽¹⁾ | 4,081 | D | \$ 102.94 | 7,721.455 | D | |
| Common Stock | | | | | | 298.057 | I | 401(k) Plan |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Right to Buy) | \$ 56.81 | 02/02/2015 | | M ⁽¹⁾ | 12,300 | 02/01/2014 02/01/2021 | Common Stock | 12,300 | |
| Stock Options (Right to Buy) | \$ 51.09 | 02/02/2015 | | M ⁽¹⁾ | 4,081 | 02/02/2013 02/02/2020 | Common Stock | 4,081 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spadorcia Doreen THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102 | | | Vice Chairman | |

Signatures

/s/Wendy C. Skjerven, by power of attorney 02/04/2015

**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) The transactions reported on this Form 4 were made pursuant to a trading plan entered into in a prior quarter in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. In prior Form 10-Qs of the Issuer, including its Form 10-Q filed on October 21, 2014 with the SEC, the Issuer previously disclosed the potential for executive sales of common stock, including through Rule 10b5-1 trading plans.

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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