TRAVELERS COMPANIES, INC.

Form 4

February 04, 2010

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FISHMAN JAY S Issuer Symbol TRAVELERS COMPANIES, INC. (Check all applicable) [TRV] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) THE TRAVELERS COMPANIES. 02/02/2010 Chairman & Chief Exec. Officer INC., 385 WASHINGTON STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) nsaction Disposed of (D) de (Instr. 3, 4 and 5) str. 8) (A) or de V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
Common Stock	02/02/2010		S <u>(1)</u>	25,000	D	\$ 50.8758 (2)	343,946	D					
Common Stock	02/02/2010		A	196 (3)	A	\$ 51.09	344,142	D					
Common Stock							1,213.528 (4)	I	401(k) Plan				
Common Stock							288 (5)	I	By Children's				

12-year

Trust

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

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SEC 1474 (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 on 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 Number of Shares
Stock Options (Right to Buy)	\$ 51.09	02/02/2010		A	367,260	02/02/2013	02/02/2020	Common Stock	367,26

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/Wendy C. Skjerven, by power of attorney

02/04/2010

**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) The sale transaction reported on this Form 4 was made pursuant to a trading plan entered into in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934 and previously disclosed in a Form 10-Q filed by the Issuer on July 30, 2009.
- Represents the weighted average sales price for price increments ranging from \$50.36 to \$51.15. 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 for all transactions reported on this Form 4.

Reporting Owners 2

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- (3) Consists of restricted stock units awarded pursuant to the Company's Amended and Restated 2004 Stock Incentive Plan. Such restricted stock units will be settled in shares of common stock generally three years following the date of the award.
- (4) Represents shares of common stock that may be acquired upon the conversion of shares of Series B Preferred Stock. Each share of Series B Preferred Stock is convertible into 8 shares of common stock.
- (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. 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.