

TRAVELERS COMPANIES, INC.

Form 424B5

October 28, 2010

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**Filed Pursuant to Rule 424(b)(5)  
Registration Statement No. 333-156132**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Amount of Registration Fee</b>
3.90% Senior Notes due 2020	500,000,000	\$35,650
5.35% Senior Notes due 2040	750,000,000	\$53,475
Total	1,250,000,000	\$89,125 <sup>(1)</sup>

(1) The filing fee of \$89,125 is calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended (the Securities Act ). This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in The Travelers Companies, Inc.'s Registration Statement No. 333-1156132 on Form S-3.

**Prospectus Supplement  
(to Prospectus dated December 15, 2008)**

**\$1,250,000,000**

**The Travelers Companies, Inc.**

**\$500,000,000 3.90% Senior Notes due 2020**

**\$750,000,000 5.35% Senior Notes due 2040**

We are offering \$500,000,000 aggregate principal amount of 3.90% senior notes due 2020 (the 2020 senior notes ) and \$750,000,000 aggregate principal amount of 5.35% senior notes due 2040 (the 2040 senior notes and, together with the 2020 senior notes, the senior notes ). Interest on the senior notes is payable on November 1 and May 1 of each year, beginning on May 1, 2011. The 2020 senior notes will mature on November 1, 2020. The 2040 senior notes will mature on November 1, 2040. We may redeem the senior notes in whole or in part at any time at the redemption prices described herein.

The senior notes will be unsecured senior obligations of our company and will rank equally with all of our other unsecured senior indebtedness. The senior notes will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Investing in the senior notes involves risks. See A Special Note Regarding Forward-Looking Statements beginning on page S-3, Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2009, our Form 10-Q for the quarter ended September 30, 2010 and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully

consider before deciding to purchase any senior notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	<b>Per 2020 Senior Note</b>	<b>Total</b>	<b>Per 2040 Senior Note</b>	<b>Total</b>
Public Offering Price(1)	99.910%	\$ 499,550,000	99.379%	\$ 745,342,500
Underwriting Discounts	0.500%	\$ 2,500,000	0.875%	\$ 6,562,500
Proceeds to The Travelers Companies, Inc. (before expenses)(1)	99.410%	\$ 497,050,000	98.504%	\$ 738,780,000

(1) Plus accrued interest, if any, from and including November 1, 2010, if settlement occurs after that date.

The underwriters expect to deliver the senior notes to investors on or about November 1, 2010, in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, Luxembourg and Euroclear Bank N.V./S.A.

*Joint Book-Running Managers*

**Goldman, Sachs & Co.  
Barclays Capital**

**Wells Fargo Securities  
J.P. Morgan**

*Senior Co-Manager*

**HSBC**

*Co-Managers*

**Morgan Stanley**

**UBS Investment Bank**

The date of this prospectus supplement is October 27, 2010.

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We have not, and the underwriters have not, authorized anyone to provide you with any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus issued by us. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any information that others may provide to you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference or any related free writing prospectus issued by us is accurate as of any date other than their respective dates. Our business, financial condition, results of operations or prospects may have changed since those dates.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to this offering.

If information varies between this prospectus supplement and the accompanying prospectus or the documents incorporated by reference, you should rely on the information in this prospectus supplement.

Unless we have indicated otherwise, or the context otherwise requires, the terms Travelers, the company, we, us and our mean The Travelers Companies, Inc. and its consolidated subsidiaries.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's Public Reference Room at 100 F. Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our common stock is traded on the New York Stock Exchange under the symbol TRV. You may inspect the reports, proxy statements and other information concerning us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. You may find additional information about us at our web site at <http://www.travelers.com>. The information on our web site is not part of this prospectus supplement or the accompanying prospectus.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made by us with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 prior to the termination of the offering under this prospectus supplement:

Annual Report on Form 10-K for the year ended December 31, 2009;

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010, June 30, 2010 and September 30, 2010; and

Current Reports on Form 8-K filed on May 7, 2010, June 15, 2010 and October 27, 2010.

You may request a copy of these filings at no cost, by writing or telephoning us at the following address:

The Travelers Companies, Inc.  
Attn: Corporate Secretary  
485 Lexington Avenue  
New York, NY 10017  
Telephone No.: (917) 778-6000



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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement and the accompanying prospectus. As a result, it does not contain all of the information that you should consider before investing in the senior notes. You should read this prospectus supplement, the accompanying prospectus, any related free writing prospectus issued by us and the documents incorporated by reference, which are described under *Where You Can Find More Information* on page iii of this prospectus supplement and page iii of the accompanying prospectus. This prospectus supplement and the accompanying prospectus contain or incorporate by reference forward-looking statements (as that term is defined in the Private Securities Litigation Reform Act of 1995). Forward-looking statements should be read with the cautionary statements and important factors included under *A Special Note Regarding Forward-Looking Statements* in this prospectus supplement.*

**The Travelers Companies, Inc.**

The Travelers Companies, Inc. is a holding company principally engaged, through its subsidiaries, in providing a wide range of commercial and personal property and casualty insurance products and services to businesses, government units, associations and individuals. The company is incorporated as a general business corporation under the laws of the State of Minnesota and is one of the oldest insurance organizations in the United States, dating back to 1853.

The principal executive offices of the company are located at 485 Lexington Avenue, New York, New York 10017, and the telephone number is (917) 778-6000. The company also maintains executive offices in Hartford, Connecticut and St. Paul, Minnesota.

**Recent Developments**

**Tender Offer and Consent Solicitation**

Concurrently with the commencement of this offering, we are commencing an offer to purchase for cash (which we refer to as the tender offer ) any and all of our \$1.0 billion in outstanding 6.25% Fixed-to-Floating Rate Junior Subordinated Debentures due 2067 (which we refer to as the subordinated debentures ) at a purchase price of \$1,050 per \$1,000 principal amount, plus accrued and unpaid interest. The tender offer will expire on November 5, 2010 unless terminated or extended by us in our sole discretion.

We are currently subject to a replacement capital covenant, which was entered into on March 12, 2007 for the benefit of the holders of our 6.75% Senior Notes due 2036 (which we refer to as the covered debt ) in connection with the issuance of the subordinated debentures. Under the replacement capital covenant, we are prohibited from repaying, redeeming or repurchasing the subordinated debentures before March 15, 2047 unless a specified portion of the funds used to repay, redeem or repurchase the subordinated debentures are obtained by us through the sale of common stock or certain other equity or equity-like securities. The termination of the replacement capital covenant requires the consent of a majority of the holders of the covered debt.

Concurrently with the tender offer, we are also commencing a consent solicitation to the holders of the covered debt to terminate the replacement capital covenant. The termination of the replacement capital covenant is a condition to the completion of the tender offer. We will make a cash payment to each holder of the covered debt of \$5.00 per \$1,000 in principal amount of covered debt as to which a duly executed consent is delivered prior to the expiration of the consent solicitation if the consent solicitation is successful and the replacement capital covenant is terminated. Any consent payment due will be paid promptly after the expiration of the consent solicitation. The consent solicitation



will expire on November 4, 2010 unless terminated or extended by us in our sole discretion. The tender offer is conditioned upon the successful completion of the consent solicitation, but the consent solicitation is not conditioned upon the successful completion of the tender offer. This offering is not contingent upon the successful completion of the consent solicitation or the tender offer.

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**The Offering**

Issuer	The Travelers Companies, Inc., a Minnesota corporation.
Securities Offered	\$500,000,000 aggregate principal amount of 3.90% senior notes due 2020 (which we refer to as the 2020 senior notes ) and \$750,000,000 aggregate principal amount of 5.35% senior notes due 2040 (which we refer to as the 2040 senior notes, and together with the 2020 senior notes, the senior notes ).
Maturity	The 2020 senior notes will mature on November 1, 2020. The 2040 senior notes will mature on November 1, 2040.
Interest	The 2020 senior notes will bear interest at 3.90% per year. The 2040 senior notes will bear interest at 5.35% per year. Interest on the senior notes will be payable semi-annually in arrears on November 1 and May 1 of each year, commencing May 1, 2011. Interest will accrue from and including November 1, 2010.
Redemption	We may redeem either series of the senior notes at our option on not less than 30 days , but not more than 60 days , prior written notice, in whole or in part, at the redemption price set forth under the caption Description of the Senior Notes Optional Redemption in this prospectus supplement.
Certain Covenants	The indenture governing the senior notes contains certain covenants that, among other things, limit our ability to create, issue, assume, incur or guarantee any indebtedness for borrowed money that is secured by a mortgage, pledge, lien, security interest or other encumbrance on any voting stock, as defined in the indenture, of a designated subsidiary, as defined in the indenture. See Description of Debt Securities We May Offer Restrictive Covenants in the accompanying prospectus.
Ranking	The senior notes will be unsecured and rank equally with all our other unsecured senior debt. The indenture under which the senior notes will be issued does not limit our ability to issue or incur other additional senior indebtedness. See Description of Debt Securities We May Offer in the accompanying prospectus. The senior notes will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.
Use of Proceeds	We estimate that we will receive net proceeds from the offering of approximately \$1,234 million, after deduction of underwriting expenses and commissions and estimated expenses payable by us. We intend to use the net proceeds of this offering for general corporate purposes, including to fund the consummation of our tender offer for any or all of our \$1,000,000,000 outstanding subordinated debentures. Proceeds from the offering may also be used to pay a portion of outstanding debt as it matures over the next few years. See Use of Proceeds in this prospectus supplement.

Listing

The senior notes will not be listed on any exchange.

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**A SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus, any free writing prospectus issued by us and the documents incorporated by reference herein contain, and management may make, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, may be forward-looking statements. Specifically, earnings guidance, statements about our share repurchase plans and statements about the potential impact of investment markets and other economic conditions on our investment portfolio and underwriting results, among others, are forward looking, and we may also make forward-looking statements about, among other things:

our results of operations and financial condition (including, among other things, premium volume, premium rates, net and operating income, investment income and performance, return on equity, and expected current returns and combined ratios);

the sufficiency of our asbestos and other reserves (including, among other things, asbestos claim payment patterns);

the impact of emerging claims issues;

the cost and availability of reinsurance coverage;

catastrophe losses;

the impact of investment, economic and underwriting market conditions; and

strategic initiatives.

We caution investors that such statements are subject to risks and uncertainties, many of which are difficult to predict and generally beyond our control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements.

Some of the factors that cause actual results to differ include, but are not limited to, the following:

catastrophe losses could materially and adversely affect our results of operations, financial position and/or liquidity, and could adversely impact our ratings, our ability to raise capital and the availability and cost of reinsurance;

during or following a period of financial market disruption or prolonged economic downturn, our business could be materially and adversely affected;

our investment portfolio may suffer reduced returns or material losses, including as a result of a challenging economic environment that impacts the credit of municipal or other issuers in our portfolio;

if actual claims exceed our loss reserves, or if changes in the estimated level of loss reserves are necessary, our financial results could be materially and adversely affected;

our business could be harmed because of our potential exposure to asbestos and environmental claims and related litigation;

we are exposed to, and may face adverse developments involving, mass tort claims such as those relating to exposure to potentially harmful products or substances;

the effects of emerging claim and coverage issues on our business are uncertain;

the intense competition that we face could harm our ability to maintain or increase our business volumes and profitability;

we may not be able to collect all amounts due to us from reinsurers, and reinsurance coverage may not be available to us in the future at commercially reasonable rates or at all;

we are exposed to credit risk in certain of our business operations;

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our businesses are heavily regulated and changes in regulation (including as a result of the adoption of financial services reform legislation) may reduce our profitability and limit our growth;

a downgrade in our claims-paying and financial strength ratings could adversely impact our business volume, adversely impact our ability to access the capital markets and increase our borrowing costs;

the inability of our insurance subsidiaries to pay dividends to our holding company in sufficient amounts would harm our ability to meet our obligations and to pay future shareholder dividends;

disruptions to our relationships with our independent agents and brokers could adversely affect us;

our efforts to develop new products (including our direct to consumer initiative in Personal Insurance) or expand in targeted markets may not be successful, may create enhanced risks and may adversely impact results;

our business success and profitability depend, in part, on effective information technology systems and on continuing to develop and implement improvements in technology;

if we experience difficulties with technology, data security and/or outsourcing relationships, our ability to conduct our business could be negatively impacted;

acquisitions and integration of acquired businesses may result in operating difficulties and other unintended consequences;

we are subject to a number of risks associated with conducting business outside the United States;

we could be adversely affected if our controls to ensure compliance with guidelines, policies and legal and regulatory standards are not effective;

our businesses may be adversely affected if we are unable to hire and retain qualified employees;

loss of or significant restriction on the use of credit scoring in the pricing and underwriting of Personal Insurance products could reduce our future profitability; and

the operation of our repurchase plans depend on a variety of factors, including our financial position, earnings, capital requirements of our operating subsidiaries, legal requirements, regulatory constraints, catastrophe losses, other investment opportunities (including mergers and acquisitions), market conditions and other factors.

Our forward-looking statements speak only as of the date of this prospectus supplement or as of the date they are made, and we undertake no obligation to update forward-looking statements. For a more detailed discussion of these factors, see the information under the caption "Risk Factors" in our most recent annual report on Form 10-K and our most recent quarterly report on Form 10-Q filed with the SEC and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our most recent annual report on Form 10-K and our most recent quarterly report on Form 10-Q filed with the SEC.

**Table of Contents****USE OF PROCEEDS**

We estimate that we will receive net proceeds from the offering of approximately \$1,234 million, after deduction of underwriting expenses and commissions and estimated expenses payable by us. We intend to use the net proceeds of this offering for general corporate purposes, including to fund the consummation of our tender offer for any or all of our \$1,000,000,000 outstanding subordinated debentures. Proceeds from the offering may also be used to pay a portion of outstanding debt as it matures over the next few years.

**CAPITALIZATION**

The following table sets forth our consolidated capitalization at September 30, 2010:

on an actual basis; and

as adjusted to give effect to (1) our receipt of the net proceeds we expect to receive from the sale of the senior notes in this offering and (2) the repurchase of all \$1,000,000,000 aggregate principal amount of outstanding subordinated debentures as described under Prospectus Supplement Summary Tender Offer and Consent Solicitation.

	<b>At September 30, 2010</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(in millions)</b>	
Debt	\$ 6,252(1)	\$ 6,496(1)(2)
Shareholders' equity:		
Convertible preferred stock	70	70
Common stock	19,980	19,980
Retained earnings	18,118	18,118
Accumulated other changes in equity from nonowner sources	2,372	2,372
Treasury stock, at cost	(13,245)	(13,245)
Total shareholders' equity	27,295	27,295
Total capitalization	\$ 33,547	\$ 33,791

(1) Includes \$109 million of short-term debt.

(2) Assumes the repurchase of all \$1,000,000,000 aggregate principal amount of outstanding subordinated debentures. Also reflects the elimination of \$10 million in unamortized debt issuance costs relating to the outstanding subordinated debentures, which are currently included in our total debt.

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The following tables set forth selected consolidated financial information that is qualified in its entirety by and should be read in conjunction with our audited and unaudited consolidated financial statements and related Management's Discussion and Analysis of Financial Condition and Results of Operations sections in our reports filed with the SEC and incorporated by reference in this prospectus supplement. The statement of operations and other data presented below for the years ended December 31, 2009, 2008 and 2007 and the balance sheet data presented below at December 31, 2009 and 2008 are derived from our audited consolidated financial statements contained in reports incorporated by reference in this prospectus supplement. The statement of operations and other data presented below for the years ended December 31, 2006 and 2005 and the balance sheet data presented below at December 31, 2007, 2006 and 2005 are derived from our audited consolidated financial statements contained in reports not incorporated by reference in this prospectus supplement. The statement of operations and other data presented below for the nine months ended September 30, 2010 and 2009 and the balance sheet data presented below at September 30, 2010 are derived from our unaudited consolidated financial statements contained in a report incorporated by reference in this prospectus supplement. The balance sheet data presented below at September 30, 2009 are derived from our unaudited consolidated financial statements contained in a report not incorporated by reference in this prospectus supplement. In the opinion of management, our unaudited consolidated financial statements at and for the nine months ended September 30, 2010 and 2009 include all adjustments necessary for a fair presentation of results and financial condition at the dates and for the unaudited interim periods. Historical results are not necessarily indicative of results to be expected for any future period.

	<b>At and for the nine months ended September 30,</b>		<b>At and for the Year Ended December 31,</b>				
	<b>2010</b>	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(in millions, except per share amounts)</b>						
Total revenues	\$ 18,780	\$ 18,224	\$ 24,680	\$ 24,477	\$ 26,017	\$ 25,090	\$ 24,365
Income from continuing operations	\$ 2,322	\$ 2,337	\$ 3,622	\$ 2,924	\$ 4,601	\$ 4,208	\$ 2,061
Loss from discontinued operations, net of tax(1)							(439)
Net income	\$ 2,322	\$ 2,337	\$ 3,622	\$ 2,924	\$ 4,601	\$ 4,208	\$ 1,622
Total investments	\$ 74,717	\$ 76,123	\$ 74,965	\$ 70,738	\$ 74,818	\$ 72,268	\$ 68,287
Total assets	108,154	112,617	109,560	109,632	115,224	115,292	113,736
Claims and claim adjustment expense reserves	51,973	53,924	53,127	54,723	57,700	59,288	61,090
Total debt	6,252	6,528	6,527	6,181	6,242	5,760	5,850



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Total liabilities	80,859	84,457	82,145	84,313	88,608	90,157	91,433
Total shareholders equity	27,295	28,160	27,415	25,319	26,616	25,135	22,303
<b>Basic earnings per share:(2)</b>							
Income from continuing operations	\$ 4.73	\$ 4.05	\$ 6.38	\$ 4.87	\$ 7.00	\$ 6.07	\$ 3.02
Loss from discontinued operations, net of tax(1)							(0.65)
Net income per share	\$ 4.73	\$ 4.05	\$ 6.38	\$ 4.87	\$ 7.00	\$ 6.07	\$ 2.37
<b>Diluted earnings per share:(2)</b>							
Income from continuing operations	\$ 4.68	\$ 4.02	\$ 6.33	\$ 4.81	\$ 6.85	\$ 5.89	\$ 2.93
Loss from discontinued operations, net of tax(1)							(0.61)
Net income per share	\$ 4.68	\$ 4.02	\$ 6.33	\$ 4.81	\$ 6.85	\$ 5.89	\$ 2.32
Common shares outstanding	460.5	547.9	520.3	585.1	627.8	678.3	693.4
Per common share data:							
Cash dividends	\$ 1.05	\$ 0.90	\$ 1.23	\$ 1.19	\$ 1.13	\$ 1.01	\$ 0.91
Book value	\$ 59.11	\$ 51.24	\$ 52.54	\$ 43.12	\$ 42.22	\$ 36.86	\$ 31.94

(1) In August 2005, we completed our divestiture of Nuveen Investments, Inc., our asset management subsidiary acquired in the April 1, 2004 merger. Accordingly, our share of Nuveen Investment s results prior to the divestiture was classified as discontinued operations for the year ended December 31, 2005, along with the net after-tax loss on disposal.

(2) In accordance with the provisions of FSP EITF 03-06-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities*, which was effective January 1, 2009, all prior-period basic and diluted earnings per share data has been restated to reflect the retrospective application of this guidance.

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**DESCRIPTION OF THE SENIOR NOTES**

The following description of the particular terms of the senior notes supplements the description of the general terms and provisions of the senior notes set forth in the accompanying prospectus (the senior notes are referred to in that prospectus as senior debt securities and debt securities ). You should carefully read the entire prospectus and prospectus supplement to understand fully the terms of the senior notes. All of the information set forth below is qualified in its entirety by the more detailed explanation set forth in the accompanying prospectus.

The senior notes are two series of senior debt securities issued by us under the indenture, dated as of March 12, 2002, between us and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank), as trustee, which is more fully described in the accompanying prospectus.

The senior notes will be our unsecured senior obligations and will rank equally with all of our other senior and unsubordinated debt. At September 30, 2010, we had approximately \$5.0 billion of senior and unsubordinated debt outstanding.

We are a holding company and rely primarily on dividends from our subsidiaries to meet our obligations for payment of interest and principal on outstanding debt obligations, dividends to shareholders and corporate expenses. As a result, our cash flows and consequent ability to service our obligations, including the senior notes, are dependent upon the earnings of our subsidiaries and distributions of those earnings to us and other payments or distributions of funds by our subsidiaries to us.

The ability of our insurance subsidiaries to pay dividends to us in the future will depend on their statutory surplus, on earnings and on regulatory restrictions. In addition, our subsidiaries have no obligation to pay any amounts due on the senior notes. Furthermore, except to the extent we have a priority or equal claim against our subsidiaries as a creditor, the senior notes will be effectively subordinated to debt, preferred stock and other liabilities (including liabilities to policyholders) at the subsidiary level because, as the common shareholder of our subsidiaries, we will be subject to the prior claims of creditors of our subsidiaries.

The aggregate principal amount of the 2020 senior notes is \$500,000,000, and the aggregate principal amount of the 2040 senior notes is \$750,000,000. The 2020 senior notes will mature on November 1, 2020, and the 2040 senior notes will mature on November 1, 2040. We will have the ability to redeem the senior notes prior to their stated maturities on the terms described below. The senior notes will not be entitled to the benefit of any sinking fund.

We will periodically pay interest on the 2020 senior notes at an annual rate of 3.90% and on the 2040 senior notes at an annual rate of 5.35%. Interest will be payable semi-annually in arrears on each November 1 and May 1, beginning May 1, 2011, to the persons in whose names the applicable senior notes are registered at the close of business on the preceding October 15 and April 15, respectively, except that any interest payable upon maturity of the senior notes will be payable to the person to whom the principal of the senior note is payable. Interest on the senior notes will accrue from and including November 1, 2010, or from the most recent date for which interest has been paid or provided for. Interest will accrue on the basis of a 360-day year, consisting of twelve 30-day months.

In any case where any interest payment date, redemption date or stated maturity of the senior notes shall not be a business day at any place of payment, then (notwithstanding any other provision of the indenture or of the senior notes) payment of interest or principal (and premium, if any) need not be made at such place of payment on such date, but may be made on the next succeeding business day at such place of payment with the same force and effect as if made on the interest payment date or redemption date, or at the stated maturity, provided that no interest shall accrue

with respect to such payment for the period from and after such interest payment date, redemption date or stated maturity, as the case may be. Business day , when used with respect to any place of payment, means each Monday, Tuesday, Wednesday, Thursday and Friday which is not a day on which banking institutions in that place of payment are authorized or obligated by law to close.

The senior notes will be issued as two separate series of senior debt securities under the indenture referred to above. The indenture does not limit the amount of other debt that we may incur. We may from time to time, without the consent of the holders of the 2020 senior notes or the 2040 senior notes, issue other debt securities under the

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indenture in addition to the 2020 senior notes and the 2040 senior notes offered hereby. We may also from time to time, without the consent of the holders of the 2020 senior notes or the 2040 senior notes, issue additional debt securities having the same ranking and the same interest rate, maturity and other terms (other than the issue date of the additional debt securities, the payment of interest accruing prior to the issue date of the additional debt securities or, in some cases, the first interest payment date for the additional debt securities) as the 2020 senior notes or the 2040 senior notes, as the case may be. Any such additional securities will constitute a single series of debt securities under the indenture with the 2020 senior notes or the 2040 senior notes, as the case may be.

**Optional Redemption**

Either series of the senior notes will be redeemable in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of:

100% of the principal amount of senior notes to be redeemed; or

the sum of the present values of the remaining scheduled payments of principal and interest on the senior notes to be redeemed (exclusive of interest accrued to the date of redemption) discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the then current Treasury Rate plus 15 basis points for the 2020 senior notes and 20 basis points for the 2040 senior notes.

In each case we will pay accrued and unpaid interest on the principal amount to be redeemed to the date of redemption.

**Comparable Treasury Issue** means the United States Treasury security selected by the Independent Investment Banker as having a maturity comparable to the remaining term ( **Remaining Life** ) of the senior notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such senior notes.

**Comparable Treasury Price** means, with respect to any redemption date, the average of the four Reference Treasury Dealer Quotations for such redemption date.

**Independent Investment Banker** means (1) Goldman, Sachs & Co., (2) Wells Fargo Securities, LLC, (3) Barclays Capital Inc. and (4) J.P. Morgan Securities LLC and their respective successors, or, if such firm or the successors, if any, to such firm, as the case may be, are unwilling or unable to select the Comparable Treasury Issue, an independent investment banking institution of national standing appointed by us.

**Reference Treasury Dealer** means (1) Goldman, Sachs & Co., (2) a Primary Treasury Dealer (as defined herein) selected by Wells Fargo Securities, LLC, (3) Barclays Capital Inc. and (4) J.P. Morgan Securities LLC and their respective successors; provided, however, that if any of them ceases to be a primary U.S. Government securities dealers (each a **Primary Treasury Dealer** ), we will substitute another Primary Treasury Dealer.

**Reference Treasury Dealer Quotations** means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

**Treasury Rate** means, with respect to any redemption date, the rate per year equal to:

(1) the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated H.15(519) or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded United States Treasury securities adjusted to constant maturity under the caption Treasury Constant Maturities, for the maturity corresponding to the Comparable Treasury Issue; provided that, if no maturity is within three months before or after the Remaining Life of the senior notes to be redeemed, yields for the two published maturities most closely corresponding to the

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Comparable Treasury Issue shall be determined and the Treasury Rate shall be interpolated or extrapolated from those yields on a straight line basis, rounding to the nearest month; or

(2) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per year equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Treasury Rate will be calculated on the third business day preceding the redemption date. As used in the immediately preceding sentence and in the definition of **Reference Treasury Dealer Quotations** above, the term **business day** means any day that is not a Saturday, Sunday or other day on which commercial banks in New York City are authorized or required by law to remain closed.

Notice of any redemption will be mailed at least 30 but not more than 60 days before the redemption date to each holder of record of the senior notes to be redeemed at its registered address. The notice of redemption for the senior notes will state, among other things, the amount of senior notes to be redeemed, the redemption date, the redemption price and the place or places that payment will be made upon presentation and surrender of senior notes to be redeemed. If less than all of the 2020 senior notes or the 2040 senior notes, as the case may be, are to be redeemed at our option, the trustee will select, in a manner it deems fair and appropriate, the senior notes, or portions of the senior notes, to be redeemed. Unless we default in the payment of the redemption price, interest will cease to accrue on any senior notes that have been called for redemption at the redemption date.

We will not be required (i) to issue, register the transfer of or exchange any senior notes during a period beginning at the opening of business 15 days before the day of the mailing of a notice of redemption of senior notes selected for redemption and ending at the close of business on the day of such mailing, or (ii) to register the transfer of or exchange any senior notes so selected for redemption in whole or in part, except the unredeemed portion of any such senior notes being redeemed in part.

The full defeasance and covenant defeasance provisions of the indenture described in the accompanying prospectus will apply to the senior notes.

## **Book-Entry Delivery and Form**

The senior notes will be issued as global debt securities in **book-entry** form in denominations of \$2,000 and integral multiples of \$1,000. See **Description of Debt Securities We May Offer** **Legal Ownership** **Global Securities** in the accompanying prospectus. The Depository Trust Company ( **DTC** ) will be the depository with respect to the senior notes. The senior notes will be issued as fully registered securities in the name of Cede & Co., **DTC**'s nominee, and will be deposited with **DTC**.

**DTC** has advised us that it is a member of the U.S. Federal Reserve System, a limited-purpose trust company under the New York banking law, and a registered clearing agency with the SEC. **DTC** holds securities that its participants deposit with **DTC** and facilitates the settlement among participants of securities transactions in deposited securities through electronic computerized book-entry changes in participants' accounts, thereby eliminating the need for physical movement of securities certificates. Participants include securities brokers and dealers (including the underwriters), banks, trust companies, clearing corporations and certain other organizations. **DTC** is a wholly-owned subsidiary of the Depository Trust & Clearing Corporation, which is owned by a number of its participants and by The New York Stock Exchange, Inc., the American Stock Exchange LLC and the Financial Industry Regulatory Authority. Access to **DTC**'s book-entry system is also available to others, such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly. The

rules applicable to DTC and its participants are on file with the SEC.

**Same-Day Settlement and Payment**

Settlement for the senior notes will be made by the underwriters in immediately available funds. All payments of principal and interest on the senior notes will be made by us in immediately available funds. The senior notes will trade in DTC's settlement system until maturity, and secondary market trading activity in the senior notes therefore will be required by DTC to settle in immediately available funds.

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**MATERIAL U.S. FEDERAL INCOME AND ESTATE TAX CONSEQUENCES**

The following is a summary of the material U.S. federal income and estate tax consequences of the purchase, ownership and disposition of the senior notes as of the date hereof. Except where noted, this summary deals only with the senior notes that are held as capital assets by a non-U.S. holder, defined below, who acquires the senior notes upon original issuance at their initial offering price.

A non-U.S. holder means a holder of the senior notes (other than a partnership) that is not for U.S. federal income tax purposes any of the following:

an individual citizen or resident of the United States;

a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust if it (1) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the Code), and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in U.S. federal income and estate tax consequences different from those summarized below. This summary does not address all aspects of U.S. federal income and estate taxes and does not deal with foreign, state, local or other tax considerations that may be relevant to non-U.S. holders in light of their personal circumstances. In addition, it does not represent a detailed description of the U.S. federal income and estate tax consequences applicable to you if you are subject to special treatment under the U.S. federal income tax laws (including if you are a U.S. expatriate, controlled foreign corporation, passive foreign investment company or a partnership or other pass-through entity for U.S. federal income tax purposes). We cannot assure you that a change in law will not alter significantly the tax considerations that we describe in this summary.

If a partnership holds the senior notes, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding the senior notes, you should consult your tax advisors.

**If you are considering the purchase of the senior notes, you should consult your own tax advisors concerning the particular U.S. federal income and estate tax consequences to you of the ownership of the senior notes, as well as the consequences to you arising under the laws of any other taxing jurisdiction.**

**U.S. Federal Withholding Tax**

The 30% U.S. federal withholding tax will not apply to any payment of interest on the senior notes under the portfolio interest rule, provided that:

interest paid on the senior notes is not effectively connected with your conduct of a trade or business in the United States;



you do not actually (or constructively) own 10% or more of the total combined voting power of all classes of our voting stock within the meaning of the Code and applicable U.S. Treasury regulations;

you are not a controlled foreign corporation that is related (directly or indirectly) to us through stock ownership;

you are not a bank whose receipt of interest on the senior notes is described in Section 881(c)(3)(A) of the Code; and

either (a) you provide your name and address on an Internal Revenue Service ( IRS ) Form W-8BEN (or other applicable form) and certify, under penalties of perjury, that you are not a U.S. person as

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defined under the Code or (b) you hold your senior notes through certain intermediaries and satisfy the certification requirements of applicable U.S. Treasury regulations. Special certification rules apply to non-U.S. holders that are pass-through entities rather than corporations or individuals.

If you cannot satisfy the requirements described above, payments of interest made to you will be subject to the 30% U.S. federal withholding tax, unless you provide us with a properly executed:

IRS Form W-8BEN (or other applicable form) claiming an exemption from or reduction in withholding under the benefit of an applicable income tax treaty; or

IRS Form W-8ECI (or other applicable form) stating that interest paid on the senior notes is not subject to withholding tax because it is effectively connected with your conduct of a trade or business in the United States (as discussed below under U.S. Federal Income Tax ).

The 30% U.S. federal withholding tax generally will not apply to any payment of principal or gain that you realize on the sale, exchange, retirement or other disposition of a senior note.

## **U.S. Federal Income Tax**

If you are engaged in a trade or business in the United States and interest on the senior notes is effectively connected with the conduct of that trade or business (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment), then you will be subject to U.S. federal income tax on that interest on a net income basis (although you will be exempt from the 30% U.S. federal withholding tax, provided the certification requirements discussed above in U.S. Federal Withholding Tax are satisfied) in the same manner as if you were a U.S. person as defined under the Code. In addition, if you are a foreign corporation, you may be subject to a branch profits tax equal to 30% (or lower applicable income tax treaty rate) of such interest, subject to adjustments.

Any gain realized on the disposition of a senior note generally will not be subject to U.S. federal income tax unless:

the gain is effectively connected with your conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment); or

you are an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met.

## **U.S. Federal Estate Tax**

Your estate will not be subject to U.S. federal estate tax on the senior notes beneficially owned by you at the time of your death, provided that any payment to you on the senior notes would be eligible for exemption from the 30% U.S. federal withholding tax under the portfolio interest rule described above under U.S. Federal Withholding Tax without regard to the statement requirement described in the fifth bullet point of that section.

## **Information Reporting and Backup Withholding**

Generally, we must report to the IRS and to you the amount of interest paid to you and the amount of tax, if any, withheld with respect to those payments. Copies of the information returns reporting such interest payments and any withholding may also be made available to the tax authorities in the country in which you reside under the provisions of an applicable income tax treaty.



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In general, you will not be subject to backup withholding with respect to payments on the senior notes that we make to you provided that we do not have actual knowledge or reason to know that you are a U.S. person as defined under the Code, and we have received from you the statement described above in the fifth bullet point under U.S. Federal Withholding Tax.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale of the senior notes within the United States or conducted through certain U.S.-related financial intermediaries, unless you certify under penalties of perjury that you are not a U.S. person as defined under the Code (and the payor does not have actual knowledge or reason to know that you are a U.S. person as defined under the Code) or you otherwise establish an exemption.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against your U.S. federal income tax liability provided the required information is furnished to the IRS.

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**CERTAIN ERISA CONSIDERATIONS**

The following is a summary of certain considerations associated with the purchase of the senior notes by employee benefit plans that are subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ( ERISA ), plans, individual retirement accounts and other arrangements that are subject to Section 4975 of the Code or provisions under any federal, state, local, non-U.S. or other laws or regulations that are similar to such provisions of the Code or ERISA (collectively, Similar Laws ), and entities whose underlying assets are considered to include plan assets of such plans, accounts and arrangements (each, a Plan ).

**General Fiduciary Matters**

ERISA and the Code impose certain duties on persons who are fiduciaries of a Plan subject to Title I of ERISA or Section 4975 of the Code (an ERISA Plan ) and prohibit certain transactions involving the assets of an ERISA Plan and its fiduciaries or other interested parties. Under ERISA and the Code, any person who exercises any discretionary authority or control over the administration of such an ERISA Plan or the management or disposition of the assets of such an ERISA Plan, or who renders investment advice for a fee or other compensation to such an ERISA Plan, is generally considered to be a fiduciary of the ERISA Plan.

In considering an investment in the senior notes of a portion of the assets of any Plan, a fiduciary should determine whether the investment is in accordance with the documents and instruments governing the Plan and the applicable provisions of ERISA, the Code or any Similar Law relating to a fiduciary's duties to the Plan including, without limitation, the prudence, diversification, delegation of control and prohibited transaction provisions of ERISA, the Code and any other applicable Similar Laws.

**Prohibited Transaction Issues**

Section 406 of ERISA and Section 4975 of the Code prohibit ERISA Plans from engaging in specified transactions involving plan assets with persons or entities who are parties in interest, within the meaning of ERISA, or disqualified persons, within the meaning of Section 4975 of the Code, unless an exemption is available. A party in interest or disqualified person who engaged in a non-exempt prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the Code. In addition, the fiduciary of the ERISA Plan that engaged in such a non-exempt prohibited transaction may be subject to penalties and liabilities under ERISA and the Code. The acquisition and/or holding of senior notes by an ERISA Plan with respect to which the issuer or its affiliates is considered a party in interest or a disqualified person may constitute or result in a direct or indirect prohibited transaction under Section 406 of ERISA and/or Section 4975 of the Code, unless the investment is acquired and is held in accordance with an applicable statutory or administrative exemption. In this regard, the U.S. Department of Labor has issued prohibited transaction class exemptions, or PTCES, that may apply to the acquisition and holding of the senior notes. These class exemptions include, without limitation, PTCE 84-14 respecting transactions determined by independent qualified professional asset managers, PTCE 90-1 respecting insurance company pooled separate accounts, PTCE 91-38 respecting bank collective investment funds, PTCE 95-60 respecting life insurance company general accounts and PTCE 96-23 respecting transactions determined by in-house asset managers. In addition, Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code provide relief from the prohibited transaction provisions of ERISA and Section 4975 of the Code for certain transactions, provided that neither the issuer of the securities nor any of its affiliates (directly or indirectly) have or exercise any discretionary authority or control or render any investment advice with respect to the assets of any ERISA Plan involved in the transaction and provided further that the ERISA Plan pays no more than adequate consideration in connection with the transaction. There can be no assurance that all of the conditions of any such exemptions will be satisfied.

Because of the foregoing, the senior notes should not be purchased or held by any person investing plan assets of any Plan, unless such purchase and holding will not constitute a non-exempt prohibited transaction under ERISA and the Code or similar violation of any applicable Similar Laws.

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**Representation**

By acceptance of a senior note, each purchaser and subsequent transferee of a senior note will be deemed to have represented and warranted that either (i) no portion of the assets used by such purchaser or transferee to acquire and hold the senior notes constitutes assets of any Plan or (ii) the purchase and holding of the senior notes by such purchaser or transferee will not constitute a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or similar violation under any applicable Similar Laws.

The foregoing discussion is general in nature and is not intended to be all inclusive. Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries, or other persons considering purchasing the senior notes on behalf of, or with the assets of, any Plan, consult with their counsel regarding the potential applicability of ERISA, Section 4975 of the Code and any Similar Laws to such investment and whether an exemption would be applicable to the purchase and holding of the senior notes. Purchasers of the senior notes have exclusive responsibility for ensuring that their purchase and holding of the senior notes do not violate the fiduciary or prohibited transaction rules of ERISA, the Code or any Similar Laws. The sale of any senior notes to a Plan is in no respect a representation by the issuer or any of its affiliates or representatives that such an investment meets all relevant legal requirements with respect to investments by any such Plan generally or any particular Plan, or that such investment is appropriate for such Plans generally or any particular Plan.

**Table of Contents****UNDERWRITING**

Goldman, Sachs & Co., Wells Fargo Securities, LLC, Barclays Capital Inc. and J.P. Morgan Securities LLC are acting as representatives of the underwriters named below. Under the terms and subject to the conditions set forth in the underwriting agreement dated October 27, 2010 between us and the underwriters, we have agreed to sell to each of the underwriters named below, severally, and each of the underwriters has severally agreed to purchase, the principal amount of the 2020 senior notes and 2040 senior notes set forth opposite its name below:

<b>Underwriters</b>	<b>Principal Amount of 2020 Senior Notes</b>	<b>Principal Amount of 2040 Senior Notes</b>
Goldman, Sachs & Co.	\$ 150,000,000	\$ 225,000,000
Wells Fargo Securities, LLC	125,000,000	187,500,000
Barclays Capital Inc.	75,000,000	112,500,000
J.P. Morgan Securities LLC	75,000,000	112,500,000
HSBC Securities (USA) Inc.	25,000,000	37,500,000
Morgan Stanley & Co. Incorporated	25,000,000	37,500,000
UBS Securities LLC	25,000,000	37,500,000
<b>Total</b>	<b>\$ 500,000,000</b>	<b>\$ 750,000,000</b>

The underwriting agreement provides that the obligations of the underwriters to purchase the senior notes included in this offering are subject to approval of legal matters by counsel and to other conditions. The underwriters are obligated to purchase all the senior notes if they purchase any of the senior notes.

The senior notes are new issues of securities with no established trading market and will not be listed on any national securities exchange or automated quotation system. The underwriters have advised us that they intend to make a market for the senior notes, but they have no obligation to do so and may discontinue market making at any time without providing any notice. No assurance can be given as to the liquidity of any trading market for the senior notes.

The underwriters initially propose to offer the senior notes directly to the public at the offering price described on the cover page and may offer the senior notes to certain dealers at a price that represents a concession not in excess of 0.30% of the principal amount of the 2020 senior notes and a concession not in excess of 0.50% of the principal amount of the 2040 senior notes. Any underwriter may allow, and any such dealer may reallow, a concession not in excess of 0.20% of the principal amount of the 2020 senior notes to certain other dealers and a concession not in excess of 0.25% of the principal amount of the 2040 senior notes. After the initial offering of the senior notes, the underwriters may from time to time vary the offering price and other selling terms. The offering of the senior notes by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

The underwriting discount in connection with this offering is 0.50% of the principal amount of the 2020 senior notes and 0.8750% of the principal amount of the 2040 senior notes.



We have also agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments which the underwriters may be required to make in respect of any such liabilities.

Expenses associated with this offering, to be paid by us, other than underwriting discounts, are estimated to be \$1.9 million.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. From time to time in the ordinary course of their respective businesses, certain of the underwriters and their affiliates have engaged in and may in the future engage in commercial banking and/or investment banking transactions with, and provide advisory services to, us and our affiliates for which they have received

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or will receive customary fees and expenses. Certain of the underwriters or their respective affiliates are lenders under a revolving credit agreement dated June 10, 2010 among us and certain banks named therein providing for aggregate borrowings by us of a maximum of \$1.0 billion. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

In connection with the offering, Goldman, Sachs & Co., Wells Fargo Securities, LLC, Barclays Capital Inc. and J.P. Morgan Securities LLC on behalf of the underwriters, may purchase and sell senior notes in the open market. These transactions may include over-allotment, syndicate covering transactions and stabilizing transactions. Over-allotment involves syndicate sales of senior notes in excess of the principal amounts of senior notes to be purchased by the underwriters in the offering, which creates a syndicate short position. Syndicate covering transactions involve purchases of the senior notes in the open market after the distribution has been completed in order to cover syndicate short positions. Stabilizing transactions consist of certain bids or purchases of senior notes made for the purpose of preventing or retarding a decline in the market prices of the senior notes while the offering is in progress.

The underwriters also may impose a penalty bid. Penalty bids permit the underwriters to reclaim a selling concession from a syndicate member when Goldman, Sachs & Co., Wells Fargo Securities, LLC, Barclays Capital Inc. or J.P. Morgan Securities LLC in covering syndicate short positions or making stabilizing purchases, repurchase senior notes originally sold by that syndicate member.

Any of these activities may have the effect of preventing or retarding a decline in the market prices of the senior notes. They may also cause the prices of the senior notes to be higher than the prices that otherwise would exist in the open market in the absence of these transactions. The underwriters may conduct these transactions in the over-the-counter market or otherwise. If the underwriters commence any of these transactions, they may discontinue them at any time.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State ), each underwriter has represented and agreed that, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date ), it has not made and will not make an offer of senior notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the senior notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of senior notes to the public in that Relevant Member State at any time: (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities; (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year, (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts; (c) to investors with the minimum total consideration per investor of 50,000; (d) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or (e) in any other circumstances which do not require the publication by the issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of senior notes to the public in relation to any senior notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the senior notes to be offered so as to enable an investor to decide to purchase or subscribe for the senior notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, and the expression Prospectus Directive means Directive

2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

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Each underwriter has represented and agreed that: (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act (the FSMA )) received by it in connection with the issue or sale of the senior notes in circumstances in which Section 21(1) of the FSMA does not apply to the issuer; and (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the senior notes in, from or otherwise involving the United Kingdom.

The senior notes may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the senior notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to senior notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

The senior notes have not been and will not be registered under the Securities and Exchange Law of Japan (the Securities and Exchange Law) and each underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the senior notes may not be circulated or distributed, nor may the senior notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA ), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the senior notes are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

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**LEGAL MATTERS**

The validity of the issuance of the senior notes offered by this prospectus supplement will be passed upon for us by Simpson Thacher & Bartlett LLP, New York, New York. Certain legal matters will be passed upon for the underwriters by Davis Polk & Wardwell LLP, New York, New York. Davis Polk & Wardwell LLP has in the past provided, and may continue to provide, legal services to us.

**EXPERTS**

The consolidated financial statements and the related financial statement schedules of The Travelers Companies, Inc. and subsidiaries as of December 31, 2009 and 2008, and for each of the years in the three-year period ended December 31, 2009, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2009 have been incorporated by reference in the registration statement in reliance upon the reports of KPMG LLP, independent registered public accounting firm and upon the authority of said firm as experts in accounting and auditing. The audit reports covering the December 31, 2009 consolidated financial statements and related financial statement schedules refer to the Company's change in its method of evaluating other-than-temporary impairments of debt securities as of April 1, 2009 due to the adoption of new FASB guidance.

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**PROSPECTUS**

**The Travelers Companies, Inc.**

**Senior Debt Securities  
Subordinated Debt Securities  
Junior Subordinated Debt Securities  
Preferred Stock  
Depositary Shares  
Common Stock  
Warrants  
Stock Purchase Contracts  
and  
Units**

**Travelers Capital Trust II  
Travelers Capital Trust III  
Travelers Capital Trust IV  
Travelers Capital Trust V**

**Preferred Securities  
guaranteed to the extent set forth herein  
by The Travelers Companies, Inc.**

We will provide you with more specific terms of these securities in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest.

We may offer these securities from time to time in amounts, at prices and on other terms to be determined at the time of offering. We may offer and sell these securities to or through one or more underwriters, dealers and agents or directly to purchasers, on a continuous or delayed basis.

The Travelers Companies, Inc.'s common stock is listed on the New York Stock Exchange under the symbol **TRV**.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

Prospectus dated December 15, 2008.

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Unless the context otherwise indicates, the terms **Travelers**, **we**, **us** or **our** means **The Travelers Companies, Inc. and its consolidated subsidiaries**, and the term **Trusts** means, collectively, **Travelers Capital Trust II, Travelers Capital Trust III, Travelers Capital Trust IV and Travelers Capital Trust V**.

**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the SEC) utilizing a shelf registration or continuous process. Under this shelf process, we may sell any combination of the securities described in this prospectus in one or more offerings.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement containing specific information about the terms of the securities being offered. A prospectus supplement may include or incorporate by reference a discussion of any risk factors or other special considerations applicable to those securities or to us. A prospectus supplement may also add, update or change information in this prospectus. If there is any inconsistency between the information in this prospectus and the applicable prospectus supplement, you should rely on the information in the prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under the heading **Where You Can Find More Information**.

The registration statement containing this prospectus, including exhibits to the registration statement, provides additional information about us and the securities offered under this prospectus. The registration statement can be read at the SEC web site or at the SEC office mentioned under the heading **Where You Can Find More Information**.

When acquiring any securities discussed in this prospectus, you should rely only on the information provided in this prospectus and in the applicable prospectus supplement, including the information

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incorporated by reference. Neither we, the Trusts nor any underwriters or agents have authorized anyone to provide you with different information. We are not offering the securities in any state where the offer is prohibited. You should not assume that the information in this prospectus, any prospectus supplement or any document incorporated by reference is truthful or complete at any date other than the date mentioned on the cover page of these documents.

We may sell securities to underwriters who will sell the securities to the public on terms fixed at the time of sale. In addition, the securities may be sold by us directly or through dealers or agents designated from time to time. If we, directly or through agents, solicit offers to purchase the securities, we reserve the sole right to accept and, together with any agents, to reject, in whole or in part, any of those offers.

Any prospectus supplement will contain the names of the underwriters, dealers or agents, if any, together with the terms of offering, the compensation of those underwriters and the net proceeds to us. Any underwriters, dealers or agents participating in the offering may be deemed underwriters within the meaning of the Securities Act of 1933, as amended (the Securities Act).

Unless otherwise stated, currency amounts in this prospectus and any prospectus supplement are stated in United States dollars ( \$ ).

**A SPECIAL NOTE REGARDING FORWARD-LOOKING  
STATEMENT DISCLOSURE AND CERTAIN RISKS**

This prospectus may contain, and documents incorporated by reference herein may contain, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, may be forward-looking statements. Specifically, earnings guidance, statements about our share repurchase plans, statements about the potential impact of the recent disruption in the investment markets and other economic conditions on our investment portfolio and underwriting results are forward looking, and we may make forward-looking statements about our results of operations (including, among others, premium volume, net and operating income, investment income, return on equity, expected returns and combined ratio) and financial condition (including, among others, invested assets and liquidity); the sufficiency of our asbestos and other reserves (including, among others, asbestos claim payment patterns); the cost and availability of reinsurance coverage; catastrophe losses; investment performance; investment, economic and underwriting market conditions; and strategic initiatives. Such statements are subject to risks and uncertainties, many of which are difficult to predict and generally beyond our control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements.

Some of the factors that could cause actual results to differ include, but are not limited to, the following: catastrophe losses could materially and adversely affect our results of operations, our financial position and/or liquidity and could adversely impact our ratings, our ability to raise capital and the availability and cost of reinsurance; if actual claims exceed our loss reserves, or if changes in the estimated level of loss reserves are necessary, our financial results could be materially and adversely affected; our business could be harmed because of our potential exposure to asbestos and environmental claims and related litigation; we are exposed to, and may face adverse developments involving, mass tort claims such as those relating to exposure to potentially harmful products or substances; the effects of emerging claim and coverage issues on our business are uncertain; we may not be able to collect all amounts due to us from reinsurers, and reinsurance coverage may not be available to us in the future at commercially reasonable rates or at all; the intense competition that we face could harm our ability to maintain or increase our profitability and premium volume; we are exposed to credit risk in certain of our business operations and in our investment portfolio; the insurance industry and we are the subject of a number of investigations by state and federal authorities in the United States, and we cannot predict the outcome of these investigations or their impact on our business or financial results; our businesses are heavily regulated, and changes in regulation may reduce our profitability and limit our growth; a

downgrade in our claims-paying and debt ratings could adversely impact our business volumes, adversely impact our ability to access the capital markets and increase our borrowing costs; our investment portfolio may suffer reduced returns or losses; deteriorating economic conditions in the United States and abroad could

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adversely impact our ability to grow our business profitably, and inflation could result in an increase in loss costs which could negatively impact our profitability; the inability of our insurance subsidiaries to pay dividends to our holding company in sufficient amounts would harm our ability to meet our obligations and to pay future shareholder dividends; disruptions to our relationships with our independent agents and brokers could adversely affect us; we are subject to a number of risk