

ST PAUL TRAVELERS COMPANIES INC  
 Form 4  
 January 27, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**MACLEAN BRIAN W**

2. Issuer Name and Ticker or Trading Symbol  
**ST PAUL TRAVELERS COMPANIES INC [STA]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

**THE ST. PAUL TRAVELERS COMPANIES, INC., 385 WASHINGTON STREET**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/25/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

(Street)  
**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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 01/25/2005                           |  | A                              | (A)<br>or<br>(D)<br>Code V Amount Price<br>A 36,272 (1) A \$ 0    | 64,141  | D  |  |
| Common Stock                    |                                      |  |                                |   | 308,4729  | I  | 401(k) Plan                                |
| Common Stock                    |                                      |  |                                |   | 40  | I  | By son                                     |

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

**Persons who respond to the collection of information contained in this form are not** SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Stock Options (Right to buy)               | \$ 23.64   |                                      |  |                                |   | 06/30/1998 06/30/2007                                    | Common Stock 16   |
| Stock Options (Right to buy)               | \$ 34.15   |                                      |  |                                |   | 03/24/2005 09/24/2007                                    | Common Stock 48   |
| Stock Options (Right to buy)               | \$ 34.17   |                                      |  |                                |   | 06/30/1999 06/30/2008                                    | Common Stock 11   |
| Stock Options (Right to buy)               | \$ 35.49   |                                      |  |                                |   | 04/01/2004 09/24/2007                                    | Common Stock 47   |
| Stock Options (Right to buy)               | \$ 36.97   | 01/25/2005                           |  | A                              | 40,589  | 01/25/2007 <sup>(2)</sup> 01/25/2015                     | Common Stock 40,5   |
| Stock Options (Right to buy)               | \$ 36.97   | 01/25/2005                           |  | A                              | 101,794   | 01/25/2009 <sup>(3)</sup> 01/26/2015                     | Common Stock 101,7  |
| Stock Options (Right to buy)               | \$ 37.29   |                                      |  |                                |   | 04/01/2004 10/27/2005                                    | Common Stock 63   |
| Stock Options (Right to buy)               | \$ 37.29   |                                      |  |                                |   | 04/01/2004 11/02/2008                                    | Common Stock 46   |

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|                              |          |            |            |              |      |
|------------------------------|----------|------------|------------|--------------|------|
| Stock Options (Right to buy) | \$ 37.61 | 05/03/2004 | 11/02/2008 | Common Stock | 3,8  |
| Stock Options (Right to buy) | \$ 37.66 | 05/05/2004 | 11/02/2008 | Common Stock | 1,8  |
| Stock Options (Right to buy) | \$ 38.43 | 06/30/2000 | 06/30/2009 | Common Stock | 10   |
| Stock Options (Right to buy) | \$ 38.54 | 04/01/2004 | 11/02/2008 | Common Stock | 18   |
| Stock Options (Right to buy) | \$ 39.32 | 09/29/2004 | 09/24/2007 | Common Stock | 53   |
| Stock Options (Right to buy) | \$ 39.32 | 09/29/2004 | 11/02/2008 | Common Stock | 29   |
| Stock Options (Right to buy) | \$ 40.67 | 11/03/2004 | 11/02/2008 | Common Stock | 1,55 |
| Stock Options (Right to buy) | \$ 41.58 | 09/03/2004 | 11/02/2008 | Common Stock | 22   |
| Stock Options (Right to buy) | \$ 41.74 | 07/20/2004 | 11/02/2008 | Common Stock | 1,39 |
| Stock Options (Right to buy) | \$ 41.9  | 10/14/2004 | 09/24/2007 | Common Stock | 33   |
| Stock Options (Right to buy) | \$ 41.9  | 10/14/2004 | 11/02/2008 | Common Stock | 45   |
|                              | \$ 42.55 | 04/27/2006 | 04/27/2014 |              | 64,0 |

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|                              |          |  |            |            |              |      |
|------------------------------|----------|--|------------|------------|--------------|------|
| Stock Options (Right to buy) |          |  |            |            | Common Stock |      |
| Stock Options (Right to buy) | \$ 42.62 |  | 08/04/2004 | 11/02/2008 | Common Stock | 21   |
| Stock Options (Right to buy) | \$ 42.69 |  | 03/22/2003 | 03/22/2012 | Common Stock | 75,8 |
| Stock Options (Right to buy) | \$ 49.42 |  | 07/18/2001 | 04/18/2010 | Common Stock | 19,1 |
| Stock Options (Right to buy) | \$ 50.55 |  | 04/01/2004 | 04/23/2007 | Common Stock | 77   |
| Stock Options (Right to buy) | \$ 51.44 |  | 04/01/2004 | 11/02/2008 | Common Stock | 4,3  |
| Stock Options (Right to buy) | \$ 52.4  |  | 06/30/2001 | 06/30/2010 | Common Stock | 76   |
| Stock Options (Right to buy) | \$ 53.18 |  | 04/01/2004 | 11/02/2008 | Common Stock | 4,2  |
| Stock Options (Right to buy) | \$ 54.66 |  | 04/01/2004 | 10/27/2005 | Common Stock | 55   |
| Stock Options (Right to buy) | \$ 54.96 |  | 04/01/2004 | 04/23/2007 | Common Stock | 75   |
| Stock Options (Right to buy) | \$ 55.26 |  | 04/01/2004 | 07/24/2006 | Common Stock | 1,4  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MACLEAN BRIAN W<br>THE ST. PAUL TRAVELERS COMPANIES, INC.<br>385 WASHINGTON STREET<br>ST. PAUL, MN 55102 |               |           | Executive Vice President |       |

## Signatures

Anthony M. Pepper,  
Attorney-in-Fact

01/27/2005

\_\_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) Shares of restricted stock granted pursuant to the Company's 2004 Stock Incentive Plan.

The option vests in the following installments: (i) 50% of the option shares on the second anniversary of the grant date and (ii) 25% of the

(2) option shares on each of the third and fourth anniversaries of the grant date. The date exercisable reported in the table is the first 50% vesting date.

(3) The option vests in the following installments: (i) 50% of the option shares on the fourth anniversary of the grant date and (ii) 50% of the option shares on the fifth anniversary of the grant date. The date exercisable reported in the table is the first 50% vesting date.

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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