

ST PAUL TRAVELERS COMPANIES INC
 Form 4/A
 August 25, 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 *
DASBURG JOHN H

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)
385 WASHINGTON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

ST. PAUL, MN 55102
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/02/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Stock	04/01/2004		A		143 ⁽¹⁾	A	40.77 ₍₂₎
Common Stock					20,000	I	By Spouse
Common Stock					10,278 ⁽³⁾	I	By Trusts

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

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SEC 1474 (9-02)

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)	8. Amount or Number of Shares
Convertible Note Units (4) (5)	(4) (5)	04/01/2004		A	855	(4)(5) 04/15/2032	Common Stock	400.5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DASBURG JOHN H 385 WASHINGTON STREET ST. PAUL, MN 55102			X	

Signatures

Bruce A. Backberg, by power of attorney 08/25/2005

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).

The Form 4 filed April 2, 2004 incorrectly reported that the common shares of Travelers Property Casualty Corporation ("Travelers") owned by the Reporting Person on the April 1, 2004 merger date were exchanged for 448 common shares of The St. Paul Travelers

- (1) Companies, Inc. ("STA"). In fact, they were exchanged for 143 shares of common stock of STA. Consequently, the Reporting Person's Form 4s filed on July 30, 2004, October 18, 2004 and May 5, 2005 reported ownership of 305 more shares than the Reporting Person then owned.
- (2) Per the merger agreement, the Reporting Person received a 0.4334 share of STA's common stock in exchange for each share of Travelers Class A and Class B common shares held by the Reporting Person.
- (3) Includes 5,000 shares held in trust for the benefit of the Reporting Person's children and 5,278 shares, which are held in a foundation. The Reporting Person serves as trustee of those trusts and the foundation. The 5,278 shares held in the foundation were incorrectly included in the Reporting Person's direct holdings in the Form 4s filed on July 30, 2004, October 18, 2004 and May 5, 2005, but they should have

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been reported as indirectly owned.

- (4) On the April 1, 2004 merger date, the Reporting person held 855 units of Travelers 4.5% convertible junior subordinated notes, which will mature on April 15, 2032, unless earlier redeemed, repurchased or converted. The units have a \$25 par value per unit. These notes were omitted from the Reporting Person's Form 4 filed on April 2, 2004. Unless previously redeemed or repurchased, the notes are convertible into shares of STA common stock at the option of the holders at any time after March 27, 2003 and prior to April 15, 2032 if at any time (1) the average of the daily closing prices of common stock for the 20 consecutive trading days immediately prior to the conversion date is at least 20% above the then applicable conversion price on the conversion date, (continued on footnote 5)

- (5) (Continued from footnote 4) (2) the notes have been called for redemption, (3) specified corporate transactions have occurred, or (4) specified credit rating events with respect to the notes have occurred. The notes will be convertible into shares of STA common stock at a conversion rate of 1.0808 shares for each \$57.68 principal amount of notes (equivalent to an initial conversion price of \$53.37 per share of common stock), subject to adjustment in certain events. Accordingly, the 855 units with a par value of \$25 per unit will be convertible into 400.5 shares of STA common stock. On or after April 18, 2007, the notes may be redeemed at STA's option.

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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