

Edgar Filing: GRIEVE PIERSON M - Form 5

GRIEVE PIERSON M
Form 5
February 14, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported
 Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Grieve	Pierson	M.
(Last)	(First)	(Middle)
301 Carlson Parkway, Ste. 315		
Minnetonka	(Street) MN	55305
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

THE ST. PAUL COMPANIES, INC. (SPC)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

December 31 2002

*If the form is filled by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5. If Amendment, Date of Original (Month/Day/Year)

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

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

Title if applicable: Director

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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
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1. Title of Security (Instr. 3)	2. Transaction Date (mm/yy)	2a. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Price	Amount or Price (Inst and 4
				Amount	(A) or (D)		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by you.

FORM 5 (continued)

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 Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)
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2. Conver- sion or	5. Number of Derivative	6.	7. Title and Amount of Underlying	8.
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1. Title of Derivative Security (Instr. 3)	Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/Year)	4. Trans- action Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Date Exercisable and Expiration Date (Month/Day/Year) Date Exer- cisable	Expiration Date	Securities (Instr. 3 and 4) ----- Amount or Number of Shares	Title	Shares
Phantom Stock Units (1)	\$0.00	01/17/02		J	264.08			Common Stock	264.08	\$4
Phantom Stock Units (1)	\$0.00	04/17/02		J	223.83			Common Stock	223.83	\$4
Phantom Stock Units (1)	\$0.00	07/17/02		J	371.85			Common Stock	371.85	\$3
Phantom Stock Units (1)	\$0.00	10/17/02		J	338.72			Common Stock	338.72	\$3

Explanation of Responses:

(1) These are phantom shares acquired through dividend reinvestment under the Company's Deferred Directors. Distributions must be received by the reporting person in stock according to an elect reporting person, approved by the Company's Board Governance Committee, and kept on file by the C exempt under Rule 16-3(d).

By: /s/ Pierson M. Grieve

021403

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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