

Spence Kenneth Franklin III
Form 4
April 28, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spence Kenneth Franklin III

2. Issuer Name **and** Ticker or Trading
Symbol
TRAVELERS COMPANIES, INC.
[TRV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2011

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP & General Counsel

THE TRAVELERS COMPANIES,
INC., 385 WASHINGTON STREET

(Street)

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

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

ST. PAUL, MN 55102

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/26/2011		G	V	500	D	\$ 0	25,861.026	D
Common Stock	04/26/2011		M		15,000	A	\$ 42.88	40,861.026	D
Common Stock	04/26/2011		S		15,000	D	\$ <u>61.162</u> (1)	25,861.026	D
Common Stock	04/26/2011		M		10,000	A	\$ 33.51	35,861.026	D
	04/26/2011		S		10,000	D		25,861.026	D

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Common Stock					\$ 61.137 (2)			
Common Stock	04/26/2011	M	15,500	A	\$ 36.97	41,361.026	D	
Common Stock	04/26/2011	S	15,500	D	\$ 61.126 (3)	25,861.026	D	
Common Stock	04/26/2011	M	470	A	\$ 53.16	26,331.026	D	
Common Stock	04/26/2011	S	470	D	\$ 61.145 (4)	25,861.026	D	
Common Stock	04/26/2011	M	232	A	\$ 56.23	26,093.026	D	
Common Stock	04/26/2011	S	232	D	\$ 61.14	25,861.026	D	
Common Stock	04/26/2011	M	543	A	\$ 56.26	26,404.026	D	
Common Stock	04/26/2011	S	543	D	\$ 61.154 (5)	25,861.026	D	
Common Stock	04/26/2011	M	7,494	A	\$ 53.55	33,355.026	D	
Common Stock	04/26/2011	S	7,494	D	\$ 61.135 (6)	25,861.026	D	
Common Stock	04/26/2011	M	2,840	A	\$ 53.11	28,701.026	D	
Common Stock	04/26/2011	S	2,840	D	\$ 61.112 (7)	25,861.026	D	
Common Stock	04/26/2011	M	3,258	A	\$ 53.6	29,119.026	D	
Common Stock	04/26/2011	S	3,258	D	\$ 61.12	25,861.026	D	
Common Stock					2,572.369 (8)	I		401(k) Plan

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

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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 or Number of Shares
Stock Option (Right to Buy)	\$ 42.88	04/26/2011		M	15,000	02/02/2008	02/02/2014	Common Stock	15,000
Stock Option (Right to Buy)	\$ 33.51	04/26/2011		M	10,000	10/04/2008	10/04/2014	Common Stock	10,000
Stock Options (Right to Buy)	\$ 36.97	04/26/2011		M	15,500	01/25/2009	01/25/2015	Common Stock	15,500
Stock Options (Right to Buy)	\$ 53.16	04/26/2011		M	470	02/08/2008	02/05/2012	Common Stock	470
Stock Options (Right to Buy)	\$ 56.23	04/26/2011		M	232	05/08/2008	02/05/2012	Common Stock	232
Stock Options (Right to Buy)	\$ 56.26	04/26/2011		M	543	05/14/2008	02/05/2012	Common Stock	543
Stock Options (Right to Buy)	\$ 53.55	04/26/2011		M	7,494	10/04/2008	02/05/2012	Common Stock	7,494
Stock Options (Right to Buy)	\$ 53.11	04/26/2011		M	2,840	11/30/2008	02/05/2012	Common Stock	2,840

Stock Options (Right to Buy)	\$ 53.6	04/26/2011	M	3,258	11/09/2010	02/05/2012	Common Stock	3,258
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spence Kenneth Franklin III THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			EVP & General Counsel	

Signatures

/s/Wendy C. Skjerven, by power of attorney

****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) Represents the weighted average sales price for price increments ranging from \$61.13 to \$61.16. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Represents the weighted average sales price for price increments ranging from \$61.11 to \$61.19. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sales price for price increments ranging from \$61.09 to \$61.13. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) Represents the weighted average sales price for price increments ranging from \$61.14 to \$61.15. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average sales price for price increments ranging from \$61.15 to \$61.16. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (6) Represents the weighted average sales price for price increments ranging from \$61.13 to \$61.17. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (7) Represents the weighted average sales price for price increments ranging from \$61.11 to \$61.12. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (8) Includes common shares and shares of common stock that may be acquired upon the conversion of shares of Series B Preferred Stock, each of which is convertible into 8 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.