

TRAVELERS COMPANIES, INC.

Form 4

April 29, 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
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BESSETTE ANDY F

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)

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

EVP and Chief Admin Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/27/2011		M		25,000	A	\$ 42.88 59,276.62
Common Stock	04/27/2011		S		25,000	D	\$ 61.996 34,276.62
Common Stock	04/27/2011		M		3,984	A	\$ 52.4 38,260.62
Common Stock	04/27/2011		S		3,984	D	\$ 61.92 34,276.62
	04/27/2011		M		7,692	A	\$ 52.4 41,968.62

Edgar Filing: TRAVELERS COMPANIES, INC. - Form 4

Common Stock							
Common Stock	04/27/2011	S	7,692	D	\$ 61.995 (3)	34,276.62	D
Common Stock	04/27/2011	M	5,671	A	\$ 55	39,947.62	D
Common Stock	04/27/2011	S	5,671	D	\$ 61.884 (4)	34,276.62	D
Common Stock	04/27/2011	M	922	A	\$ 55	35,198.62	D
Common Stock	04/27/2011	S	922	D	\$ 62.082 (5)	34,276.62	D
Common Stock	04/27/2011	M	4,155	A	\$ 56.23	38,431.62	D
Common Stock	04/27/2011	S	4,155	D	\$ 61.906 (6)	34,276.62	D
Common Stock	04/27/2011	M	6,625	A	\$ 56.23	40,901.62	D
Common Stock	04/27/2011	S	6,625	D	\$ 61.842 (7)	34,276.62	D
Common Stock	04/27/2011	M	2,945	A	\$ 56.23	37,221.62	D
Common Stock	04/27/2011	S	2,945	D	\$ 61.952 (8)	34,276.62	D
Common Stock	04/27/2011	M	622	A	\$ 56.26	34,898.62	D
Common Stock	04/27/2011	S	622	D	\$ 62.084	34,276.62	D
Common Stock	04/27/2011	M	2,171	A	\$ 54.63	36,447.62	D
Common Stock	04/27/2011	S	2,171	D	\$ 62.02	34,276.62	D
Common Stock	04/27/2011	M	566	A	\$ 55.18	34,842.62	D
Common Stock	04/27/2011	S	566	D	\$ 62.053	34,276.62	D

Edgar Filing: TRAVELERS COMPANIES, INC. - Form 4

(9)

Common Stock	1,227.628 (10)	I	401(k) Plan
Common Stock	22 (11)	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Options (Right to Buy)	\$ 42.88	04/27/2011		M	25,000	02/02/2008 02/02/2014	Common Stock 25,000
Stock Options (Right to Buy)	\$ 52.4	04/27/2011		M	3,984	11/08/2007 02/04/2013	Common Stock 3,984
Stock Option (Right to Buy)	\$ 52.4	04/27/2011		M	7,692	11/08/2007 02/04/2013	Common Stock 7,692
Stock Options (Right to Buy)	\$ 55	04/27/2011		M	5,671	05/03/2008 02/04/2013	Common Stock 5,671
Stock Option (Right to Buy)	\$ 55	04/27/2011		M	922	05/03/2008 02/04/2013	Common Stock 922
	\$ 56.23	04/27/2011		M	4,155	05/08/2008 02/04/2013	4,155

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 56.23	04/27/2011	M	6,625	05/08/2008	02/04/2013	Common Stock	6,625	
Stock Options (Right to Buy)	\$ 56.23	04/27/2011	M	2,945	05/08/2008	02/04/2013	Common Stock	2,945	
Stock Options (Right to Buy)	\$ 56.26	04/27/2011	M	622	05/14/2008	02/04/2013	Common Stock	622	
Stock Options (Right to Buy)	\$ 54.63	04/27/2011	M	2,171	12/06/2008	02/04/2013	Common Stock	2,171	
Stock Options (Right to Buy)	\$ 55.18	04/27/2011	M	566	12/10/2008	02/04/2013	Common Stock	566	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BESSETTE ANDY F THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			EVP and Chief Admin Officer	

Signatures

/s/Wendy C. Skjerven, by power of attorney 04/29/2011

__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 \$61.72 to \$62.24. 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.

Edgar Filing: TRAVELERS COMPANIES, INC. - Form 4

- (2) Represents the weighted average sales price for price increments ranging from \$61.91 to \$61.92. 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 \$61.74 to \$62.24. 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 \$61.87 to \$61.90. 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 \$62.08 to \$62.084. 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 \$61.90 to \$61.92. 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 \$61.83 to \$61.85. 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) Represents the weighted average sales price for price increments ranging from \$61.94 to \$61.96. 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.
- (9) Represents the weighted average sales price for price increments ranging from \$62.051 to \$62.054. 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.
- (10) 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.
- (11) The Reporting Person disclaims beneficial ownership of these shares.

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.