

TRAVELERS COMPANIES, INC.
Form DEFA14A
March 17, 2010

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒ x
Filed by a Party other than the Registrant ☐ ..
Check the appropriate box:

☐ .. Preliminary Proxy Statement

☐ .. Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ .. Definitive Proxy Statement

☒ x Definitive Additional Materials

☐ .. Soliciting Material Pursuant to §240.14a-12

The Travelers Companies, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ x No fee required.
☐ .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

for the Shareholder Meeting to be Held on May 4, 2010

THE TRAVELERS COMPANIES, INC.

Meeting Information

Meeting Type: Annual
Date: May 4, 2010
Time: 10:30 a.m. EDT
For holders as of: March 5, 2010
Location: Connecticut Convention Center

100 Columbus Boulevard

Hartford, CT 06103

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. You may view the proxy materials online and/or download a printable copy at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. NOTICE AND PROXY STATEMENT 2. ANNUAL REPORT

How to View Online and/or Download a Printable Copy:

Have the 12-Digit Control Number available (located on page 3 of 4) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
2) *BY TELEPHONE*: 1-800-579-1639
3) *BY E-MAIL* *: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on page 3 of 4) in the subject line.

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 20, 2010 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Should you choose to vote these shares in person at the meeting, you must meet the attendance requirements set forth in the Proxy Statement. You will need proof of identification along with either this Notice or proof of ownership. At the meeting you will need to request a ballot to vote these shares. For driving directions to the meeting, please see the Notice of Internet Availability of Proxy Materials FAQs posted at www.travelers.com under Investors .

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12 Digit Control Number available (located on page 3 of 4) and follow the instructions.

Vote By Mail: You can vote by mail only by first requesting a paper copy of the proxy materials, which will include a proxy card.

Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1 AND 2.

1. Proposal to elect the twelve directors listed below.

Nominees:

1a. Alan L. Beller

1j. Blythe J. McGarvie

1b. John H. Dasburg

1k. Donald J. Shepard

1c. Janet M. Dolan

1l. Laurie J. Thomsen

1d. Kenneth M. Duberstein

2. Proposal to ratify the appointment of KPMG LLP as Travelers independent registered public accounting firm for 2010.

1e. Jay S. Fishman

1f. Lawrence G. Graev

1g. Patricia L. Higgins

1h. Thomas R. Hodgson

1i. Cleve L. Killingsworth, Jr.

To: Current Employee Shareholders of The Travelers Companies, Inc.

Enclosed are your proxy card and instructions for voting any stock held for you through the Company's 401(k) Savings Plan.

By now, you also should have received an email with a link that allows you to view or download the following materials online: (1) the 2009 Annual Report of The Travelers Companies, Inc. and (2) the Company's Notice of Annual Meeting and Proxy Statement, dated March 17, 2010. Please refer to these materials when voting your shares.

If you have not received the email regarding the Annual Report and/or the Proxy Statement, you may view or download them online at www.proxyvote.com. Also, you may request paper copies of both documents by sending an e-mail to Bob Bradshaw in Hartford or Amy Tazell in Saint Paul. Please include your full name and mail code in the request.

March 17, 2010

THE TRAVELERS COMPANIES, INC.

2010 ANNUAL MEETING OF SHAREHOLDERS

IMPORTANT VOTING INSTRUCTIONS FOR PARTICIPANTS IN

THE TRAVELERS COMPANIES, INC.

401(k) SAVINGS PLAN

Dear Participant,

As described in the proxy statement, the annual meeting of shareholders of The Travelers Companies, Inc. (the **Company**) will be held on May 4, 2010 at 10:30 a.m., Eastern Daylight Time, at the Connecticut Convention Center, 100 Columbus Boulevard, Hartford, CT 06103 (**Annual Meeting**). The purpose of the Annual Meeting is to consider and to vote upon the following matters:

Election of the 12 directors listed in the proxy statement.

Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for 2010.

Consideration of such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Please read the proxy statement as it contains important information concerning these matters.

The enclosed proxy card identifies the number of shares you are entitled to vote within the Company's 401(k) Savings Plan (**Savings Plan**). If you are also a shareholder of record, the number of shares you own of record on the books of our stock transfer agent, Wells Fargo Bank, N.A., is shown separately on the proxy card after the words **Travelers Common**.

Savings Plan

If you are a participant in the Savings Plan, you are entitled to vote any shares of Company common stock and/or Series B convertible preferred stock held in the Savings Plan for your account as of the record date, March 5, 2010. To vote your shares in the Savings Plan (which includes a Common Stock Fund and a Preferred Stock Fund), you must direct the trustee, Fidelity Management Trust Company, how to vote the shares of Company stock credited to your account.

Voting Instructions

The enclosed proxy card will serve as voting instructions to the trustee for the shares held for you through the Savings Plan. Alternatively, you may direct the trustee how to vote by using the same telephone or Internet voting procedures described on the enclosed proxy card. Your voting directions will be kept confidential.

All voting instructions for shares held for you under the Savings Plan, whether by mail, telephone or Internet, must be received no later than 11:59 P.M. Eastern Daylight Time on April 30, 2010, in order to be processed in a timely manner.

If your voting instructions with respect to shares held for you under the Savings Plan are not received by 11:59 P.M. Eastern Daylight Time on April 30, 2010, the trustee will vote shares held for you under the Savings Plan in the same proportion as shares for which voting directions from other participants have been received by the trustee.

Questions regarding the voting of Company stock held in the Savings Plan should be directed to me at (917) 778-6828.

Sincerely,

Matthew S. Furman
Senior Vice President and

Corporate Secretary

To: Former Employee Shareholders of The Travelers Companies, Inc.

Enclosed are your proxy card and instructions for voting any stock held for you through the Company's 401(k) Savings Plan.

In addition, enclosed are the following materials: (1) the 2009 Annual Report of The Travelers Companies, Inc. and (2) the Company's Notice of Annual Meeting and Proxy Statement, dated March 17, 2010. You may also view or download these materials online at www.proxyvote.com. Please refer to these materials when voting your shares.

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