

TRAVELERS COMPANIES, INC.

Form 4

June 10, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BENET JAY S**

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 below) \_\_\_\_ Other (specify below)

**THE TRAVELERS COMPANIES,  
INC., 385 WASHINGTON STREET**

**06/06/2014**

Vice Chairman and CFO

(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	06/06/2014		M <sup>(1)</sup>		5,500	A \$ 52.76	45,917.786	D	
Common Stock	06/06/2014		S <sup>(1)</sup>		5,500	D \$ 94.54	40,417.786	D	
Common Stock	06/06/2014		M <sup>(1)</sup>		7,000	A \$ 47.23	47,417.786	D	
Common Stock	06/06/2014		S <sup>(1)</sup>		7,000	D \$ 94.54	40,417.786	D	
Common Stock	06/09/2014		M <sup>(1)</sup>		10,188	A \$ 52.76	50,605.786	D	

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Common Stock	06/09/2014	<u>S</u> <sup>(1)</sup>	10,188	D	\$ <u>95</u> <sup>(2)</sup>	40,417.786	D
Common Stock	06/09/2014	<u>M</u> <sup>(1)</sup>	17,736	A	\$ 47.23	58,153.786	D
Common Stock	06/09/2014	<u>S</u> <sup>(1)</sup>	17,736	D	\$ <u>95</u> <sup>(3)</sup>	40,417.786	D

Common Stock						16,129	I	By Grantor Retained Annuity Trust
Common Stock						763.71	I	401(k) Plan

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

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(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)	\$ 52.76	06/06/2014		M <sup>(1)</sup>		5,500		02/06/2010	02/06/2017	Common Stock	5,500
Stock Options (Right to Buy)	\$ 47.23	06/06/2014		M <sup>(1)</sup>		7,000		02/05/2011	02/05/2018	Common Stock	7,000
Stock Options (Right to Buy)	\$ 52.76	06/09/2014		M <sup>(1)</sup>		10,188		02/06/2010	02/06/2017	Common Stock	10,188
	\$ 47.23	06/09/2014		M <sup>(1)</sup>		17,736		02/05/2011	02/05/2018		17,736

Stock  
Options  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENET JAY S THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Vice Chairman and CFO	

## Signatures

/s/Wendy C. Skjerven, by power of attorney 06/10/2014

\_\_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 transactions reported on this Form 4 were made pursuant to a trading plan entered into in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. In its Form 10-Q filed on April 22, 2014, the Issuer previously disclosed the potential for executive sales of common stock, including through Rule 10b5-1 trading plans.

(1) Represents the weighted average sales price for price increments ranging from \$95.00 to \$95.0223. 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 for all transactions reported on this Form 4.

(3) Represents the weighted average sales price for price increments ranging from \$95.00 to \$95.0225. 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 for all transactions reported on this Form 4.

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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