#### ST PAUL TRAVELERS COMPANIES INC

Form 4

February 16, 2005

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

OMB Number:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

response...

Expires:

burden hours per

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

02/14/2005

Stock

Stock

Common

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BENET JAY S Issuer Symbol ST PAUL TRAVELERS (Check all applicable) **COMPANIES INC [STA]** 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X\_ Officer (give title Other (specify (Month/Day/Year) below) THE ST. PAUL TRAVELERS 02/14/2005 Executive Vice President & CFO COMPANIES, INC., 385 WASHINGTON STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. PAUL, MN 55102 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

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

F

732 <sup>(1)</sup> D

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

70,147

377.1215

39.105

D

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401(k)

Plan

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities	8 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 23.64					04/01/2004	06/30/2007	Common Stock	169	
Stock Options (Right to buy)	\$ 34.17					04/01/2004	06/30/2008	Common Stock	116	
Stock Options (Right to buy)	\$ 36.97					01/25/2007	01/25/2015	Common Stock	44,455	
Stock Options (Right to buy)	\$ 36.97					01/25/2009	01/26/2015	Common Stock	73,447	
Stock Options (Right to buy)	\$ 36.99					05/17/2004	11/02/2008	Common Stock	836	
Stock Options (Right to buy)	\$ 37.61					05/03/2004	11/02/2008	Common Stock	4,861	
Stock Options (Right to buy)	\$ 37.98					04/01/2004	10/27/2005	Common Stock	631	
Stock Options (Right to	\$ 38.43					06/30/2000	06/30/2009	Common Stock	104	

8. Pri Deriv Secur (Instr

buy)					
Stock Options (Right to buy)	\$ 38.47	04/01/2004	11/02/2008	Common Stock	5,567
Stock Options (Right to buy)	\$ 39.09	04/01/2004	09/24/2007	Common Stock	1,265
Stock Options (Right to buy)	\$ 40.87	07/13/2004	11/02/2008	Common Stock	36
Stock Options (Right to buy)	\$ 42.55	04/27/2006	04/27/2014	Common Stock	64,096
Stock Options (Right to buy)	\$ 42.69	03/22/2003	03/22/2012	Common Stock	86,680
Stock Options (Right to buy)	\$ 49.42	07/18/2001	04/18/2010	Common Stock	17,264
Stock Options (Right to buy)	\$ 55.26	04/01/2004	09/24/2007	Common Stock	1,039
Stock Options (Right to buy)	\$ 55.26	04/01/2004	11/02/2008	Common Stock	4,563
Stock Options (Right to buy)	\$ 55.71	04/01/2004	10/27/2005	Common Stock	634
Stock Options (Right to buy)	\$ 55.71	04/01/2004	09/24/2007	Common Stock	1,082
Stock Options (Right to buy)	\$ 55.71	04/01/2004	11/02/2008	Common Stock	4,761

Stock Options (Right to buy)	\$ 59.08	07/16/2002	01/16/2011	Common Stock	15,736
Stock Options (Right to buy)	\$ 61.31	04/01/2004	09/24/2007	Common Stock	966
Stock Options (Right to buy)	\$ 61.93	04/01/2004	10/27/2005	Common Stock	1,187
Stock Options (Right to buy)	\$ 61.93	04/01/2004	09/24/2007	Common Stock	1,010
Stock Options (Right to buy)	\$ 61.93	04/01/2004	11/02/2008	Common Stock	3,176

# **Reporting Owners**

Reporting Owner Name / Address		Keiationsinps				
	Director	10% Owner	Officer	Other		

Officer Director 10% Owner

Executive Vice President & CFO

BENET JAY S

THE ST. PAUL TRAVELERS COMPANIES,

385 WASHINGTON STREET

ST. PAUL, MN 55102

## **Signatures**

Anthony M. Pepper,

Attorney-in-Fact 02/16/2005

\*\*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) Shares of common stock withheld to pay taxes upon vesting of previously awarded shares of restricted 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.

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