

CORNELIUS JAMES M  
 Form 4  
 January 09, 2003  
 SEC Form 4

|   |   |   |   |
|---|---|---|---|
| <p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>   | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br/>                 Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response: . . . . 0.5</p> |   |
| <p>1. Name and Address of Reporting Person*<br/> <b>Cornelius, James M.</b></p> <hr/> <p>(Last) (First) (Middle)<br/> <b>Guidant Corporation</b><br/> <b>111 Monument Circle, 29th Floor</b></p> <hr/> <p>(Street)<br/> <b>Indianapolis, IN 46204</b></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol<br/> <b>The Chubb Corporation CB</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>  | <p>4. Statement for (Month/Year)<br/> <b>January 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>   | <p>6. Relationship of Reporting Person(s) to Issuer<br/>                 (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10%<br/>                 Owner</p> <p><input type="checkbox"/> Officer _____</p> <p>Other</p> <p>Officer/Other Description _____</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing<br/> <input type="checkbox"/> Joint/Group Filing</p> |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |   |  |   |   |   |
|--|--------------------------------------|---|--|---|---|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (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/D<br>  Price  |   |   |   |
| <b>COMMON</b>  |                                      |   |  | <b>11,000.00</b>  | <b>D</b>  |   |
|  |                                      |   |  |   |   |   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |                  |                |                |              |                             |                        |             |                         |            |                        |
|--|------------------|----------------|----------------|--------------|-----------------------------|------------------------|-------------|-------------------------|------------|------------------------|
| 1. Title of Derivative   | 2. Conversion or | 3. Transaction | 4. Transaction | 5. Number of | 6. Date Exercisable(DE) and | 7. Title and Amount of | 8. Price of | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|  |                  |                |                |              |                             |                        |             |                         |            |                        |

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| Security (Instr. 3)           | Exercise Price of Derivative Security | Date (Month/Day/Year) | Code and Voluntary Code (Instr.8) (V) | Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Expiration Date(ED) (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr.5) | Securities Beneficially Owned at End of Month (Instr.4) | ship Form of Derivative Security: Direct (D) or Indirect (I) | Beneficial Ownership (Instr.4) |
|-------------------------------|---------------------------------------|-----------------------|---------------------------------------|--|--------------------------------------|--|-------------------------------|---|--|--------------------------------|
| <b>MARKET VALUE UNITS (1)</b> | \$0.00                                | 01/07/2003            | A I                                   | (A) 13.56  | (DE)   (ED)                          | COMMON - 13.56                         | \$57.10                       | 2,291.01  | D  |                                |
| <b>STOCK OPTION (2)</b>       | \$0.00                                |                       |                                       |  |                                      | COMMON - 20,000.00                     |                               | 20,000.00   | D  |                                |
|                               |                                       |                       |                                       |  |                                      |  |                               |   |  |                                |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts **By: Nancy J. Obremski, POA** constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

01-09-2003  
 \*\* Signature of Reporting Person  
 Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Power of Attorney**

See Instruction 6 for procedure.

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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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**Form 4 (continued)**

**FOOTNOTE Descriptions for The Chubb Corporation CB**

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**James M. Cornelius  
 Guidant Corporation  
 111 Monument Circle, 29th Floor  
 Indianapolis, IN 46204**

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**Explanation of responses:**

**(1) Market Value Units in The Chubb Corporation Directors Deferred Compensation Plan. Units are payable in common stock only and the value of such units are based on the market value of the Coporation's common stock.**