

ST PAUL TRAVELERS COMPANIES INC
 Form 4
 January 27, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MACLEAN BRIAN W

2. Issuer Name and Ticker or Trading Symbol
 ST PAUL TRAVELERS COMPANIES INC [STA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

THE ST. PAUL 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)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/25/2005		A		36,272 (1)	A	\$ 0
Common Stock					64,141	D	
Common Stock					308,4729	I	401(k) Plan
Common Stock					40	I	By son

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

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SEC 1474 (9-02)

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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 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 Number Shares
Stock Options (Right to buy)	\$ 23.64					06/30/1998 06/30/2007	Common Stock 16
Stock Options (Right to buy)	\$ 34.15					03/24/2005 09/24/2007	Common Stock 48
Stock Options (Right to buy)	\$ 34.17					06/30/1999 06/30/2008	Common Stock 11
Stock Options (Right to buy)	\$ 35.49					04/01/2004 09/24/2007	Common Stock 47
Stock Options (Right to buy)	\$ 36.97	01/25/2005		A	40,589	01/25/2007 ⁽²⁾ 01/25/2015	Common Stock 40,5
Stock Options (Right to buy)	\$ 36.97	01/25/2005		A	101,794	01/25/2009 ⁽³⁾ 01/26/2015	Common Stock 101,7
Stock Options (Right to buy)	\$ 37.29					04/01/2004 10/27/2005	Common Stock 63
Stock Options (Right to buy)	\$ 37.29					04/01/2004 11/02/2008	Common Stock 46

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Stock Options (Right to buy)	\$ 37.61	05/03/2004	11/02/2008	Common Stock	3,8
Stock Options (Right to buy)	\$ 37.66	05/05/2004	11/02/2008	Common Stock	1,8
Stock Options (Right to buy)	\$ 38.43	06/30/2000	06/30/2009	Common Stock	10
Stock Options (Right to buy)	\$ 38.54	04/01/2004	11/02/2008	Common Stock	18
Stock Options (Right to buy)	\$ 39.32	09/29/2004	09/24/2007	Common Stock	53
Stock Options (Right to buy)	\$ 39.32	09/29/2004	11/02/2008	Common Stock	29
Stock Options (Right to buy)	\$ 40.67	11/03/2004	11/02/2008	Common Stock	1,55
Stock Options (Right to buy)	\$ 41.58	09/03/2004	11/02/2008	Common Stock	22
Stock Options (Right to buy)	\$ 41.74	07/20/2004	11/02/2008	Common Stock	1,39
Stock Options (Right to buy)	\$ 41.9	10/14/2004	09/24/2007	Common Stock	33
Stock Options (Right to buy)	\$ 41.9	10/14/2004	11/02/2008	Common Stock	45
	\$ 42.55	04/27/2006	04/27/2014		64,0

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Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 42.62		08/04/2004	11/02/2008	Common Stock 21
Stock Options (Right to buy)	\$ 42.69		03/22/2003	03/22/2012	Common Stock 75,8
Stock Options (Right to buy)	\$ 49.42		07/18/2001	04/18/2010	Common Stock 19,1
Stock Options (Right to buy)	\$ 50.55		04/01/2004	04/23/2007	Common Stock 77
Stock Options (Right to buy)	\$ 51.44		04/01/2004	11/02/2008	Common Stock 4,3
Stock Options (Right to buy)	\$ 52.4		06/30/2001	06/30/2010	Common Stock 76
Stock Options (Right to buy)	\$ 53.18		04/01/2004	11/02/2008	Common Stock 4,2
Stock Options (Right to buy)	\$ 54.66		04/01/2004	10/27/2005	Common Stock 55
Stock Options (Right to buy)	\$ 54.96		04/01/2004	04/23/2007	Common Stock 75
Stock Options (Right to buy)	\$ 55.26		04/01/2004	07/24/2006	Common Stock 1,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACLEAN BRIAN W THE ST. PAUL TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Executive Vice President	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

01/27/2005

__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 restricted stock granted pursuant to the Company's 2004 Stock Incentive Plan.

The option vests in the following installments: (i) 50% of the option shares on the second anniversary of the grant date and (ii) 25% of the

(2) option shares on each of the third and fourth anniversaries of the grant date. The date exercisable reported in the table is the first 50% vesting date.

(3) The option vests in the following installments: (i) 50% of the option shares on the fourth anniversary of the grant date and (ii) 50% of the option shares on the fifth anniversary of the grant date. The date exercisable reported in the table is the first 50% vesting date.

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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