

ST PAUL TRAVELERS COMPANIES INC
Form DEFA14A
March 17, 2006

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

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
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

THE ST. PAUL 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):

- 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: |
| (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: |

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 control number.

**THE ST. PAUL TRAVELERS COMPANIES, INC.
2006 ANNUAL MEETING OF SHAREHOLDERS**

IMPORTANT VOTING INSTRUCTIONS FOR PARTICIPANTS IN

THE ST. PAUL TRAVELERS COMPANIES, INC.

401(k) SAVINGS PLAN AND 2004 STOCK INCENTIVE PLAN

ST. PAUL S 1994 STOCK INCENTIVE PLAN AND

TRAVELERS 2002 STOCK INCENTIVE PLAN

March 17, 2006

Dear Participant,

As described in the proxy statement, the annual meeting of the shareholders of The St. Paul Travelers Companies, Inc. (the Company) will be held on May 3, 2006 at 10:30 a.m., Central Daylight Time, at the Company's office at 385 Washington Street, St. Paul, MN 55102 (Annual Meeting). The purpose of the Annual Meeting is to consider and to vote upon the following matters:

Election of a Board of eleven directors;

Ratification of the selection of KPMG LLP as the independent registered public accounting firm of the Company for the 2006 fiscal year;

A shareholder proposal relating to the vote required to elect directors; and

A shareholder proposal relating to political contributions.

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 each of the Company's 401(k) Savings Plan (Savings Plan), its 2004 Stock Incentive Plan (2004 Plan), the Legacy St. Paul 1994 Stock Incentive Plan (1994 Plan) and the Legacy Travelers 2002 Stock Incentive Plan (2002 Plan) (collectively, the Plans), as applicable. 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., also is shown separately on the proxy card after the words St. Paul 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 8, 2006. 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.

2004 Plan, 1994 Plan and 2002 Plan

If you are a participant in the 2004 Plan, the 1994 Plan or the 2002 Plan, you have the right to direct the plan administrator as to how to vote shares of Company common stock held in your name and/or account under the plan(s) in which you participate.

Edgar Filing: ST PAUL TRAVELERS COMPANIES INC - Form DEFA14A

The enclosed proxy card will serve as voting instructions to the respective trustee or administrator for the shares held for you through any of the Plans. Alternatively, you may direct the respective trustee or administrator 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 one or more of the Plans, whether by mail, telephone or internet, must be received no later than 11:59 P.M. Eastern Daylight Time, April 28, 2006, in order to be processed in a timely manner.

If your voting instructions with respect to shares held for you under one or more of the Plans are not received by 11:59 P.M. Eastern Daylight Time, April 28, 2006, the following will occur:

Savings Plan

Shares held in the Savings Plan for which no voting directions are received by the trustee will be voted in the same proportion as shares for which voting directions from other participants have been received by the trustee.

2004 Plan and 1994 Plan

Shares held in the 2004 Plan and/or the 1994 Plan for which no voting directions are received by the plan administrator will not be voted.

2002 Plan

Shares held in the 2002 Plan for which no voting directions are received by the plan administrator will be voted in the same proportion as shares for which voting directions from other participants have been received by the plan administrator.

Questions regarding the voting of Company stock held in any of these plans should be directed to me at (651) 310-7916.

Sincerely,

Bruce A. Backberg
Corporate Secretary

To: St. Paul Travelers Companies, Inc. Current and Former Employee Shareholders

Enclosed are your proxy card and instructions for voting any stock held for you through the Company's 401(k) Savings Plan, its 2004 Stock Incentive Plan, the Legacy St. Paul 1994 Stock Incentive Plan and/or the Legacy Travelers 2002 Stock Incentive Plan.

By now, you also should have received the 2005 Annual Report of The St. Paul Travelers Companies, Inc. and the Proxy Statement, dated March 17, 2006, by an email with a link that allows you to view or download them online. Please refer to these materials when voting your shares.

If you have not received the Annual Report and/or Proxy Statement, you may view or download them online at www.stpaultravelers.com in the Investor section. You also may request paper copies by sending an e-mail to Bob Bradshaw in Hartford or Amy Tauszell in Saint Paul. Please include your full name and mail code in the request.

March 17, 2006
