### Edgar Filing: Spence Kenneth Franklin III - Form 4

Spence Kenneth Franklin III Form 4 February 26, 2009

#### OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Spence Kenneth Franklin III Issuer Symbol TRAVELERS COMPANIES, INC. (Check all applicable) [TRV] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) THE TRAVELERS COMPANIES. 02/24/2009 EVP & General Counsel **INC., 385 WASHINGTON STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. PAUL, MN 55102 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) Direct (D) Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Amount Price

7,125.97 Common \$0 02/24/2009 Μ A 30,933.97 D Stock (1) Common 2,885.97 \$ 02/24/2009 F D D 28,048 Stock (2) 38.715 Common 401(k) 2,423.027 (3) I Stock Plan

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

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### displays a currently valid OMB control number.

#### 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. Transactic Code (Instr. 8)	5. Number opf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(4)</u>	02/24/2009		М	4,149 (4)	(4)	12/31/2008	Common Stock	4,149

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Spence Kenneth Franklin III THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			EVP & General Counsel				
Signatures							
/s/Matthew S. Furman, by power of							

attorney

02/26/2009

Date

\*\*Signature of Reporting Person

# **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).

Represents payout in shares of common stock of performance share rights previously reported on Table II. The corresponding entry for the disposition of the performance share rights is shown on Table II. The maximum target performance objectives of the performance

- (1) share rights were achieved resulting in the earning of 160% of the original target shares. Also includes dividend rights previously accrued on such performance share rights and now paid in the form of additional shares of common stock.
- (2) Represents shares withheld to cover taxes in connection with the vesting of the performance share rights.
- Includes common shares and shares of common stock that may be acquired upon the conversion of shares of Series B Preferred Stock, (3)each of which is convertible into 8 shares of common stock.
- (4) Represents the disposition (as a result of vesting and payout) of performance share rights where the performance objective for determining the number of shares earned is the Issuer's adjusted return on equity over a three year period. The actual number of shares received could range from 0-160% of the target number of shares based on a sliding scale of performance levels. The corresponding

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payout of shares of common stock (160% of the original target shares) for the achievement of the maximum performance objectives, together with shares for accrued dividend rights, are reported on Table I.

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.