

TRAVELERS PROPERTY CASUALTY CORP
Form 8-A12B/A
December 11, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TRAVELERS PROPERTY CASUALTY CORP.
(Exact name of registrant as specified in its charter)

CONNECTICUT
(State or Other Jurisdiction of
Incorporation)

06-1008174
(IRS Employer Identification No.)

ONE TOWER SQUARE, HARTFORD, CONNECTICUT
(Address of principal executive offices)

06183
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:
not applicable

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| Class B Common Stock, par value \$0.01 | New York Stock Exchange |
| Series A Junior Participating Preferred Stock, par value \$0.01 per share (rights to purchase such stock are attached to the common stock) | |

Securities to be registered pursuant to Section 12(g) of the Act:
NONE

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Item 1 of the Form 8-A dated July 25, 2002 and filed with the Securities and Exchange Commission on July 29, 2002 (the "Form 8-A"), filed by Travelers Property Casualty Corp. (the "Company"), is hereby amended by the following:

Effective as of November 16, 2003, the Company amended the terms of the Rights Agreement, dated as of March 21, 2002 (the "Rights Agreement"), between the Company and EquiServe Trust Company, N.A., as Rights Agent. The amendment (the "Amendment") was adopted by the Company's Board of Directors on November 16, 2003, and executed on November 16, 2003.

ITEM 2. EXHIBITS.

Item 2 is hereby amended by adding the following exhibit attached hereto:

- 4.1 First Amendment, dated as of November 16, 2003, to the Rights Agreement, dated as of March 21, 2002, by and between Travelers Property Casualty Corp. and EquiServe Trust Company, N.A.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

TRAVELERS PROPERTY CASUALTY CORP.

DATED: December 11, 2003

By: /s/ Paul Eddy

Name: Paul Eddy

Title: Assistant Secretary

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Exhibit Index

| Exhibit | Description |
|---------|---|
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