

Spadorcia Doreen
Form 4
May 16, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Spadorcia Doreen

2. Issuer Name and Ticker or Trading Symbol
TRAVELERS COMPANIES, INC.
[TRV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2011

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

THE 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 Beneficial Ownership (Instr. 4)
				Code V	Amount	Price	
Common Stock	05/12/2011		S ⁽¹⁾	6,000	D	\$ 63.164 (2)	20,599.866 D
Common Stock	05/12/2011		M ⁽¹⁾	11,597	A	\$ 36.97	32,196.866 D
Common Stock	05/12/2011		S ⁽¹⁾	11,597	D	\$ 62.932 (3)	20,599.866 D
Common Stock	05/12/2011		M ⁽¹⁾	12,819	A	\$ 42.55	33,418.866 D

Edgar Filing: Spadorcia Doreen - Form 4

Common Stock	05/12/2011	<u>S</u> (1)	12,819	D	\$ (4) 62.792	20,599.866	D	
Common Stock	05/12/2011	<u>M</u> (1)	2,835	A	\$ 53.67	23,434.866	D	
Common Stock	05/12/2011	<u>S</u> (1)	2,835	D	\$ 63.21	20,599.866	D	
Common Stock	05/12/2011	<u>M</u> (1)	3,591	A	\$ 56.23	24,190.866	D	
Common Stock	05/12/2011	<u>S</u> (1)	3,591	D	\$ 63.21	20,599.866	D	
Common Stock						271.868	I	401(k) Plan

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

Persons who 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.

SEC 1474
(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 36.97	05/12/2011		<u>M</u> (1)	11,597	01/25/2009	01/25/2015	Common Stock	11,597
Stock Options (Right to Buy)	\$ 42.55	05/12/2011		<u>M</u> (1)	12,819	04/27/2008	04/27/2014	Common Stock	12,819
Stock Options (Right to Buy)	\$ 53.67	05/12/2011		<u>M</u> (1)	2,835	10/27/2007	03/22/2012	Common Stock	2,835

Stock										
Options (Right to Buy)	\$ 56.23	05/12/2011		<u>M⁽¹⁾</u>	3,591	11/08/2007	03/22/2012	Common Stock	3,591	

Reporting Owners

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

Signatures

/s/Wendy C. Skjerven, by power of attorney	05/16/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

The sale transaction reported on this Form 4 was made pursuant to a trading plan entered into in accordance with Rule 10b5-1 under the

(1) Securities Exchange Act of 1934. In its Form 10-Q filed on April 21, 2011, the Issuer previously disclosed the potential for executive sales of common stock, including through Rule 10b5-1 trading plans.

(2) Represents the weighted average sales price for price increments ranging from \$63.03 to \$63.21. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(3) Represents the weighted average sales price for price increments ranging from \$62.81 to \$63.05. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(4) Represents the weighted average sales price for price increments ranging from \$62.76 to \$62.85. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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.