COHEN JOEL J

Form 4 February 08, 2008

FORM 4

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

January 31,

2005

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * COHEN JOEL J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

02/06/2008

CHUBB CORP [CB]

(Check all applicable)

THE CHUBB CORPORATION, 15

(Street)

(State)

(First)

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

X_ Director 10% Owner _X_ Other (specify Officer (give title

MOUNTAIN VIEW ROAD

(Middle)

(Zip)

below) below) Lead Director

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WARREN, NJ 07059

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) Code (D) Beneficially Form: Direct Beneficial Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A) Transaction(s)

(Instr. 3 and 4) Price

Code V Amount (D) **COMMON** 02/06/2008

2,352 \$ M 39,550 D (1) 52.4

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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 proof 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 Am Underlying Sec (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
				Code V	(A) (D)			
PERFORMANCE SHARES 2005	<u>(2)</u>	02/06/2008		M	3,444	(2)	12/31/2007	COMMON

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
COHEN JOEL J THE CHUBB CORPORATION 15 MOUNTAIN VIEW ROAD WARREN, NJ 07059	X			Lead Director		

Signatures

By: Patricia S.
Tomczyk, POA

02/08/2008

**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).

On 4/26/05, the reporting person received a target award of 1,722 performance shares (the "Award"). Under the terms of the Award, the reporting person would be entitled to receive a number of shares of Chubb common stock ("Common Stock") equal to the target award multiplied by a performance multiplier ranging from 0% to 200% depending on Chubb's relative stock performance compared to other

- (1) companies in the S&P 500 Index that continued to file public reports during the period from 1/1/05 through 12/31/07. At the time of the Award, the reporting person reported receipt of performance shares representing 3,444 shares of Common Stock which was maximum number of shares payable under the Award. On 2/6/08, the performance multiplier for the Award was determined to be 136.6%, which resulted in an issuance to the reporting person of 2,352 shares of Common Stock. All share numbers adjusted for 2-for-1 split.
- (2) N/A
- (3) Represents 200% of the target 1,722 performance shares (as adjusted for the 2-for-1 stock split on 4/18/06) awarded on April 26, 2005, which was the maximum number of shares issuable under the Award for the performance period ended December 31, 2007.

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.

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