

TRAVELERS PROPERTY CASUALTY CORP
Form 8-A12B
July 29, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

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

TRAVELERS PROPERTY CASUALTY CORP.
(Exact Name of Registrant as Specified in Its Charter)

Connecticut
(State of Incorporation or Organization)

06-1008174
(I.R.S. 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 upon filing pursuant
to General Instruction A.(c), please
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 upon filing pursuant
to General Instruction A.(d), please
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

A description of the securities to be registered hereunder is set forth under "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-82388), filed under the Securities Act of 1933, as amended (the "Act"), including any form of prospectus contained therein filed on March 22, 2002, pursuant to Rule 424(b) under the Act, which description is incorporated herein by reference.

Item 2. Exhibits

1. Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1.1 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2002) (File No. 1-31266)
2. Amendment to Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1.2 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2002) (File No. 1-31266)
3. Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2002) (File No. 1-31266)
4. Rights Agreement, dated as of March 21, 2002, between the Registrant and EquiServe Trust Company, N.A. (filed as Exhibit 4.1 to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2002) (File No. 1-31266)
5. Form of Specimen Certificate for the Registrant's Class B Common Stock.
6. Form of Class B Rights Certificate (included as Exhibit C to Exhibit 4 herein).

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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 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 25, 2002

TRAVELERS PROPERTY CASUALTY CORP.

By: /s/ James M. Michener

Name: James M. Michener

Title: General Counsel