

Edgar Filing: ST PAUL COMPANIES INC /MN/ - Form 5

ST PAUL COMPANIES INC /MN/
Form 5
February 14, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported
 Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Duberstein	Kenneth	M.
(Last)	(First)	(Middle)
The Duberstein Group, Suite 500, 2100 Pennsylvania Avenue		
(Street)		
Washington	D.C.	20037
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

THE ST. PAUL COMPANIES, INC. (SPC)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

December 31, 2002

*If the form is filled by more than one reporting person, see Instruction 4(b)(v).

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5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- Director
 Officer (give title below)
- 10% Owner
 Other (specify below)

Title if applicable: Director

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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
 Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/yy)	2a. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Price	Amount of Securities Beneficially Owned at End of Fiscal Year (Instr. 4)
				Amount	(A) or (D)			
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or	5. Number of Derivative	6.	7. Title and Amount of Underlying	8.
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1. Title of Derivative Security (Instr. 3)	Exer- cise Price of Derivative Security (Instr. 3)	3. Trans- action Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Trans- action Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Securities (Instr. 3 and 4)	Amount or Number of Shares	P o D a S i (5
Phantom Stock Units (1)	\$0.00	01/17/02		J	69.45		Common Stock	69.45	\$4
Phantom Stock Units (1)	\$0.00	04/17/02		J	58.87		Common Stock	58.87	\$4
Phantom Stock Units (1)	\$0.00	07/17/02		J	101.43		Common Stock	101.43	\$3
Phantom Stock Units (1)	\$0.00	10/17/02		J	92.39		Common Stock	92.39	\$3

Explanation of Responses:

(1) These are phantom shares acquired through dividend reinvestment under the Company's Deferred Directors. Distributions must be received by the reporting person in stock according to an elect reporting person, approved by the Company's Board Governance Committee, and kept on file by the C exempt under Rule 16-3(d).

By: /s/ Kenneth M. Duberstein

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**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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