

ST PAUL TRAVELERS COMPANIES INC
 Form 4
 February 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 CLARKE CHARLES J

2. Issuer Name and Ticker or Trading Symbol
 ST PAUL TRAVELERS COMPANIES INC [STA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice Chairman

THE ST. PAUL 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/14/2005		F	732 ⁽¹⁾ D \$ 39.105	46,734	D	
Common Stock					1,437.5946	I	401(k) Plan

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

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SEC 1474 (9-02)

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 36.99					05/17/2004	11/02/2008	Common Stock	4,921
Stock Options (Right to buy)	\$ 37.61					05/03/2004	11/01/2008	Common Stock	5,214
Stock Options (Right to buy)	\$ 37.61					04/01/2004	11/02/2008	Common Stock	1,006
Stock Options (Right to buy)	\$ 37.66					05/05/2004	11/02/2008	Common Stock	1,291
Stock Options (Right to buy)	\$ 38.43					06/30/2000	06/30/2009	Common Stock	104
Stock Options (Right to buy)	\$ 38.47					04/01/2004	11/02/2008	Common Stock	10,224
Stock Options (Right to buy)	\$ 42.55					04/27/2006	04/27/2014	Common Stock	32,048
Stock Options (Right to buy)	\$ 42.69					03/22/2003	03/22/2012	Common Stock	86,680

buy)					
Stock Options (Right to buy)	\$ 49.42	07/18/2001	04/18/2010	Common Stock	19,183
Stock Options (Right to buy)	\$ 51.44	04/01/2004	11/02/2008	Common Stock	9,678
Stock Options (Right to buy)	\$ 52.4	06/30/2001	06/30/2010	Common Stock	76
Stock Options (Right to buy)	\$ 56.67	04/01/2004	11/02/2008	Common Stock	5,225
Stock Options (Right to buy)	\$ 57.49	04/01/2004	11/02/2008	Common Stock	9,205
Stock Options (Right to buy)	\$ 59.08	07/16/2002	01/16/2011	Common Stock	17,984
Stock Options (Right to buy)	\$ 59.56	04/01/2004	11/02/2008	Common Stock	3,702

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE CHARLES J THE ST. PAUL TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Vice Chairman	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

02/16/2005

__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).

(1) Shares of common stock withheld to pay taxes upon vesting of previously awarded shares of restricted stock.

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

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