

COX ROBERT C
Form 4
February 07, 2008

FORM 4

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

OMB APPROVAL

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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 *
COX ROBERT C

(Last) (First) (Middle)

15 MOUNTAIN VIEW ROAD, P.O.
BOX 1615

(Street)

WARREN, NJ 070611615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHUBB CORP [CB]

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

02/05/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP C&S Div. Federal

6. 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 (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 | (A) or (D) | Price |
| COMMON | 02/05/2008 | | M | | 19,092 | A | \$ 23.03 |
| COMMON | 02/05/2008 | | S | | 11,700 | D | \$ 52 |
| COMMON | 02/05/2008 | | S | | 2,500 | D | \$ 52.01 |
| COMMON | 02/05/2008 | | S | | 2,592 | D | \$ 52.02 |
| COMMON | 02/05/2008 | | S | | 400 | D | \$ 52.03 |
| COMMON | 02/05/2008 | | S | | 1,700 | D | |

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| | | | | | | | | | |
|--------|------------|--|---|------------|-------|---------|--------|---|-----------|
| | | | | | \$ | | | | |
| | | | | | 52.04 | | | | |
| COMMON | 02/05/2008 | | S | 200 | D | \$ | 11,992 | D | |
| | | | | | | 52.05 | | | |
| COMMON | 02/06/2008 | | M | 9,212 | A | \$ 52.4 | 21,204 | D | |
| | | | | <u>(1)</u> | | | | | |
| COMMON | 02/06/2008 | | F | 3,151 | D | \$ 52.4 | 18,053 | D | |
| COMMON | | | | | | | 1,162 | I | By Spouse |

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| PERFORMANCE SHARES 2005 | <u>(2)</u> | 02/06/2008 | | M | 13,488 <u>(3)</u> | <u>(2)</u> 12/31/2007 | COMMON | |
| STOCK OPTION <u>(4)</u> | \$ 23.03 | 02/05/2008 | | M | 9,546 | 03/06/2004 03/06/2013 | COMMON | |
| STOCK OPTION <u>(4)</u> | \$ 23.03 | 02/05/2008 | | M | 9,546 | 03/06/2005 03/06/2013 | COMMON | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COX ROBERT C 15 MOUNTAIN VIEW ROAD P.O. BOX 1615 WARREN, NJ 070611615 | | | EVP C&S Div. Federal | |

Signatures

By: Patricia S.
Tomczyk, POA

02/07/2008

__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 3/3/05, the reporting person received a target award of 6,744 performance shares (the "Award"). Under the terms of the Award, the reporting person would be entitled to receive a number of shares of Chubb's 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 13,488 shares of Common Stock which was maximum number of shares payable under the Award. On 2/6/08, the performance multiplier for the 2005 Award was determined to be 136.6%, which resulted in an issuance to the reporting person of 9,212 shares of Common Stock. All share numbers adjusted for 2-for-1 split.
 - (2) N/A
 - (3) Represents 200% of the target 6,744 performance shares (as adjusted for the two-for-one stock split on 4/18/06) awarded on March 3, 2005, which was the maximum number of shares issuable under the Award for the performance period ended December 31, 2007.
 - (4) All Stock Options are granted in tandem with tax withholding rights.

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.