

ST PAUL TRAVELERS COMPANIES INC
 Form 3
 October 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â CLARKE CHARLES J (Last) (First) (Middle) THE ST. PAUL TRAVELERS COMPANIES, INC., Â 385 WASHINGTON STREET (Street) ST. PAUL, Â MN Â 55102 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/29/2006 | 3. Issuer Name and Ticker or Trading Symbol ST PAUL TRAVELERS COMPANIES INC [STA] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice Chairman | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 59,681 ⁽¹⁾ | D | Â |
| Common Stock | 1,587 | I | 401(k) Plan |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Performance Shares | Â <u>(2)</u> | 12/31/2008 | Common Stock | 5,372 <u>(2)</u> | \$ <u>(2)</u> | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 06/30/2009 | Common Stock | 104 | \$ 38.43 | D | Â |
| Stock Options (Right to buy) | Â <u>(4)</u> | 04/27/2014 | Common Stock | 32,048 | \$ 42.55 | D | Â |
| Stock Options (Right to buy) | Â <u>(5)</u> | 03/22/2012 | Common Stock | 86,680 | \$ 42.69 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 4,344 | \$ 44.63 | D | Â |
| Stock Options (Right to buy) | 02/06/2009 | 02/06/2016 | Common Stock | 38,006 | \$ 44.79 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 5,509 | \$ 45.14 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 1,140 | \$ 45.41 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 9,048 | \$ 46.23 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 04/18/2010 | Common Stock | 19,183 | \$ 49.42 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 9,678 | \$ 51.44 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 06/30/2010 | Common Stock | 76 | \$ 52.4 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 5,225 | \$ 56.67 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 9,205 | \$ 57.49 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 01/16/2011 | Common Stock | 17,984 | \$ 59.08 | D | Â |
| Stock Options (Right to buy) | Â <u>(3)</u> | 11/02/2008 | Common Stock | 3,702 | \$ 59.56 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

CLARKE CHARLES J
THE ST. PAUL TRAVELERS COMPANIES, INC. ^ ^ ^ Vice Chairman ^
385 WASHINGTON STREET
ST. PAUL, MN 55102

Signatures

Bruce A. Backberg, by power of attorney 10/10/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each performance share represents the right to receive one share of common stock if the target level of performance is achieved. The performance objective for determining the number of shares earned is the Issuer's adjusted return on equity over a three year period. The actual number of shares received could range from 0-160% of the target number of shares based on a sliding scale of performance levels.

- (2) For example, 50% of the shares are earned if the minimum objective is achieved, 100% of the shares are earned if the target objective is achieved and 160% of the shares are earned if the maximum objective is achieved. Payouts of performance shares will be interpolated if actual performance exceeds the minimum level, but falls between the specified intermediary levels.
- (3) These options are currently exercisable.
- (4) 50% of these options are currently exercisable, 25% become exercisable 4/27/07 and the remaining 25% become exercisable on 4/27/08.
- (5) 80% of these options are currently exercisable, the remaining 20% become exercisable on 3/22/07.
- (1) This amount includes 56,503 shares of restricted stock that are currently restricted.

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.