MCELWEE ANDREW A JR

Form 4

March 04, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCELWEE ANDREW A JR

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

CHUBB CORP [CB]

(Check all applicable)

15 MOUNTAIN VIEW ROAD, P.O. 03/03/2008

BOX 1615

(Month/Day/Year)

Director 10% Owner _X__ Officer (give title _ Other (specify

below)

Executive Vice President

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WARREN, NJ 070611615

(City)	(State) (Z	ip) Table	I - Non-De	rivative S	ecurit	ies Acqui	ired, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
COMMON	03/03/2008		M	2,340 (1)	A	\$ 50.18	9,954	D	
COMMON	03/03/2008		F	783	D	\$ 50.18	9,171	D	
COMMON							6,385	I	By ESOP

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)

Deri	itle of evative Security tr. 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. Transacti Code (Instr. 8)	Fransaction Derivative Code Securities Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	and 5	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
	STRICTED OCK UNIT	(1)	03/03/2008		M		2,340	<u>(1)</u>	<u>(1)</u>	COMMON	2,340

Dala4!aaali!

Vice

President

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
ICELWEE ANDREW A JR			Executive						

MCELWEE ANDREW A JR 15 MOUNTAIN VIEW ROAD P.O. BOX 1615 WARREN, NJ 070611615

Signatures

By: Nancy J.
Obremski, POA
03/04/2008

**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).
- (1) On March 3, 2005, the reporting person received a stock unit award in the amount of 2,340 shares with one stock unit being the equivalent of one share of common stock. This stock unit award was settled in shares of common stock on March 3, 2008.

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.

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