

CHUBB CORP  
Form 8-K  
May 02, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) April 29, 2008  
THE CHUBB CORPORATION**

(Exact name of registrant as specified in its charter)

**New Jersey**

**1-8661**

**13-2595722**

(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**15 Mountain View Road, Warren, New Jersey**

**07059**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(908) 903-2000**

**Not Applicable**

(Former name or former address, if changed since last report.)

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**EX-3.1: By-Laws of The Chubb Corporation as amended through April 29, 2008**

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**Table of Contents****Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 29, 2008, the Board of Directors of The Chubb Corporation approved the By-Laws of The Chubb Corporation as amended through April 29, 2008 (the Revised By-Laws ). The Revised By-Laws remove references to the Pension & Profit Sharing Committee following the Board of Directors' decision on April 29, 2008 to dissolve the Pension & Profit Sharing Committee, reallocate certain responsibilities of the Pension & Profit Sharing Committee to the Finance Committee and provide the Board of Directors with discretion to dissolve committees of the Board of Directors without the need to further amend the Revised By-Laws. The Revised By-Laws are effective immediately. The full text of the Revised By-Laws is set forth in Exhibit 3.1 of this Form 8-K and is incorporated by reference into this Item 5.03 as if fully set forth herein.

**Item 8.01. Other Events.**

The Annual Meeting of Shareholders of the Corporation was held on April 29, 2008. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

*Election of Directors.* The shareholders of the Corporation elected each of the director nominees proposed by the Corporation's Board of Directors to serve until his or her successor is duly elected and qualified. The following is a breakdown of the voting results:

| <b>DIRECTOR</b>       | <b>VOTES FOR</b> | <b>VOTES AGAINST</b> |
|-----------------------|------------------|----------------------|
| Zoë Baird             | 319,604,901      | 4,187,143            |
| Sheila P. Burke       | 316,274,878      | 7,517,166            |
| James I. Cash, Jr.    | 316,214,558      | 7,577,485            |
| Joel J. Cohen         | 316,718,825      | 7,073,218            |
| John D. Finnegan      | 316,569,566      | 7,222,478            |
| Klaus J. Mangold      | 320,324,227      | 3,467,817            |
| Martin G. McGuinn     | 320,733,000      | 3,059,044            |
| Lawrence M. Small     | 315,592,597      | 8,199,447            |
| Jess Soderberg        | 320,717,106      | 3,074,939            |
| Daniel E. Somers      | 320,663,874      | 3,128,169            |
| Karen Hastie Williams | 319,078,816      | 4,713,228            |
| Alfred W. Zollar      | 320,439,245      | 3,352,799            |

*Appointment of Ernst & Young LLP as Independent Auditor.* The shareholders of the Corporation ratified the appointment of Ernst & Young LLP as the Corporation's independent auditor. The following is a breakdown of the voting results:

| <b>VOTES FOR</b> | <b>VOTES AGAINST</b> | <b>ABSTAIN</b> |
|------------------|----------------------|----------------|
| 317,054,889      | 4,308,171            | 2,428,985      |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 By-Laws of The Chubb Corporation as amended through April 29, 2008

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**THE CHUBB CORPORATION**

Date: May 2, 2008

By: /s/ W. Andrew Macan  
Name: W. Andrew Macan  
Title: Vice President and Secretary

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**EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K  
FILED ON MAY 2, 2008**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | By-Laws of The Chubb Corporation as amended through April 29, 2008 |