

TRAVELERS COMPANIES, INC.  
 Form 4  
 January 29, 2010

**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 \*  
**HEYMAN WILLIAM H**

2. Issuer Name and Ticker or Trading Symbol  
**TRAVELERS COMPANIES, INC.  
 [TRV]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**THE TRAVELERS COMPANIES,  
 INC., 385 WASHINGTON STREET**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/28/2010**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**Vice Chairman & Chief Inv Off**

(Street)  
**ST. PAUL, MN 55102**

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

(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)	Price					
				Code	V	Amount				
Common Stock	01/28/2010		M		23,838	A	\$ 36.97	129,219	D	
Common Stock	01/28/2010		S		23,838	D	\$ 50.0714	105,381	D	
Common Stock								1,194.7	I	401(k) Plan
Common Stock								2,256 <sup>(2)</sup>	I	Held By Spouse
								250 <sup>(2)</sup>	I	

Common  
Stock

In Trust  
For  
Stepson

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

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(9-02)

**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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.97	01/28/2010		M	23,838	<sup>(3)</sup> 01/25/2015	Common Stock	23,838

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEYMAN WILLIAM H THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Vice Chairman & Chief Inv Off	

## Signatures

/s/Wendy C. Skjerven, by power of attorney  
01/29/2010  
\*\*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) Represents the weighted average sales price for increments ranging from \$50.05 to \$50.20. The Reporting Person undertakes to provide upon request by the Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer, full information regarding

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the number of shares sold at each separate price.

- (2) Reporting Person disclaims beneficial ownership of these shares.
- (3) The option vested in the following installments: (i) 50% of the option shares vested on the fourth anniversary of the grant date, 1/25/2009 and (ii) 50% of the option shares vested on the fifth anniversary of the grant date, 1/25/2010.

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