

ST PAUL TRAVELERS COMPANIES INC
 Form 4
 February 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 BENET JAY S

2. Issuer Name and Ticker or Trading Symbol
 ST PAUL TRAVELERS COMPANIES INC [STA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice President & CFO

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2005

(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) Code V Amount (D) Price			
Common Stock	02/14/2005		F	732 ⁽¹⁾ D \$ 39.105	70,147	D	
Common Stock					377.1215	I	401(k) Plan

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 23.64					04/01/2004	06/30/2007	Common Stock	169
Stock Options (Right to buy)	\$ 34.17					04/01/2004	06/30/2008	Common Stock	116
Stock Options (Right to buy)	\$ 36.97					01/25/2007	01/25/2015	Common Stock	44,455
Stock Options (Right to buy)	\$ 36.97					01/25/2009	01/26/2015	Common Stock	73,447
Stock Options (Right to buy)	\$ 36.99					05/17/2004	11/02/2008	Common Stock	836
Stock Options (Right to buy)	\$ 37.61					05/03/2004	11/02/2008	Common Stock	4,861
Stock Options (Right to buy)	\$ 37.98					04/01/2004	10/27/2005	Common Stock	631
Stock Options (Right to buy)	\$ 38.43					06/30/2000	06/30/2009	Common Stock	104

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buy)						
Stock Options (Right to buy)	\$ 38.47		04/01/2004	11/02/2008	Common Stock	5,567
Stock Options (Right to buy)	\$ 39.09		04/01/2004	09/24/2007	Common Stock	1,265
Stock Options (Right to buy)	\$ 40.87		07/13/2004	11/02/2008	Common Stock	36
Stock Options (Right to buy)	\$ 42.55		04/27/2006	04/27/2014	Common Stock	64,096
Stock Options (Right to buy)	\$ 42.69		03/22/2003	03/22/2012	Common Stock	86,680
Stock Options (Right to buy)	\$ 49.42		07/18/2001	04/18/2010	Common Stock	17,264
Stock Options (Right to buy)	\$ 55.26		04/01/2004	09/24/2007	Common Stock	1,039
Stock Options (Right to buy)	\$ 55.26		04/01/2004	11/02/2008	Common Stock	4,563
Stock Options (Right to buy)	\$ 55.71		04/01/2004	10/27/2005	Common Stock	634
Stock Options (Right to buy)	\$ 55.71		04/01/2004	09/24/2007	Common Stock	1,082
Stock Options (Right to buy)	\$ 55.71		04/01/2004	11/02/2008	Common Stock	4,761

Stock Options (Right to buy)	\$ 59.08	07/16/2002	01/16/2011	Common Stock	15,736
Stock Options (Right to buy)	\$ 61.31	04/01/2004	09/24/2007	Common Stock	966
Stock Options (Right to buy)	\$ 61.93	04/01/2004	10/27/2005	Common Stock	1,187
Stock Options (Right to buy)	\$ 61.93	04/01/2004	09/24/2007	Common Stock	1,010
Stock Options (Right to buy)	\$ 61.93	04/01/2004	11/02/2008	Common Stock	3,176

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENET JAY S THE ST. PAUL TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102			Executive Vice President & CFO	

Signatures

Anthony M. Pepper,
Attorney-in-Fact

02/16/2005

__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) Shares of common stock withheld to pay taxes upon vesting of previously awarded shares of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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