

CHUBB CORP  
Form 8-K  
April 30, 2007

**Table of Contents**

**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 24, 2007**

**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, P.O. Box 1615, Warren,  
New Jersey**

**07061-1615**

(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.)

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Table of Contents**

**Item 5.02 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

**Item 8.01 Other Events**

**Item 9.01 Financial Statements and Exhibits.**

**Signatures**

**Exhibit Index to Current Report on Form 8-K Filed on April 30, 2007**

**EX-3.1: Certificate of Amendment to the Restated Certificate of Incorporation**

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**Table of Contents****Item 5.02 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 24, 2007, the shareholders of The Chubb Corporation (the Corporation) approved the adoption of a Certificate of Amendment to the Corporation's Restated Certificate of Incorporation to implement a majority voting standard in the uncontested election of directors. The Certificate of Amendment was filed with the Secretary of State of the State of New Jersey on April 26, 2007. The full text of the Certificate of Amendment is set forth in Exhibit 3.1 of this Form 8-K and is incorporated by reference into this Item 5.02 as if fully set forth herein.

**Item 8.01. Other Events.**

The Annual Meeting of Shareholders of the Corporation was held on April 24, 2007. 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 WITHHELD</b> |
|---------------------------|------------------|-----------------------|
| Zoë Baird                 | 353,870,969      | 3,455,516             |
| Sheila P. Burke           | 354,030,352      | 3,296,133             |
| James I. Cash, Jr.        | 351,315,040      | 6,011,445             |
| Joel J. Cohen             | 351,917,469      | 5,409,016             |
| John D. Finnegan          | 351,933,504      | 5,392,981             |
| Klaus J. Mangold          | 342,448,204      | 14,878,281            |
| Sir David G. Scholey, CBE | 350,336,336      | 6,990,149             |
| Lawrence M. Small         | 350,773,526      | 6,552,959             |
| Daniel E. Somers          | 354,479,276      | 2,847,209             |
| Karen Hastie Williams     | 353,521,125      | 3,805,360             |
| Alfred W. Zollar          | 354,360,324      | 2,966,161             |

*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> | <b>NON VOTES</b> |
|------------------|----------------------|----------------|------------------|
| 351,865,729      | 3,383,232            | 2,077,523      | 0                |

*Amendment to the Corporation's Restated Certificate of Incorporation.* The shareholders approved an amendment to the Corporation's Restated Certificate of Incorporation that provides for a majority voting standard in uncontested elections of members to the Corporation's Board of Directors. The following is a breakdown of the voting results:

| <b>VOTES FOR</b> | <b>VOTES AGAINST</b> | <b>ABSTAIN</b> | <b>NON VOTES</b> |
|------------------|----------------------|----------------|------------------|
| 331,826,142      | 23,067,105           | 2,433,237      | 0                |

*Increased Disclosure of Political Contributions.* The shareholders of the Corporation rejected a proposal requesting that the Corporation prepare and disclose a report regarding its political contributions and related matters. The following is a breakdown of the voting results:

| <b>VOTES FOR</b> | <b>VOTES AGAINST</b> | <b>ABSTAIN</b> | <b>NON VOTES</b> |
|------------------|----------------------|----------------|------------------|
| 80,557,539       | 190,554,431          | 56,980,529     | 29,233,985       |

**Table of Contents**

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

3.1 Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant

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**Table of Contents**

**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: April 30, 2007

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

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**Table of Contents**

**EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K  
FILED ON APRIL 30, 2007**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant |