

ST PAUL TRAVELERS COMPANIES INC

Form 4

February 16, 2005

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

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

OMB APPROVAL

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(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)

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

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

ST. PAUL, MN 55102

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (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 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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
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	\$ 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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