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ST PAUL COMPANIES INC /MN/
Form 8-K
January 29, 2003

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): January 29, 2003

THE ST. PAUL COMPANIES, INC.

(Exact name of Registrant as specified in its charter)

| | | |
|--------------------------|--------------------------|---|
| Minnesota | 001-10898 | 41-0518860 |
| ----- | ----- | ----- |
| (State of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 385 Washington St., St. Paul, MN | 55102 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

(651) 310-7911

(Registrant's telephone number,
including area code)

N/A

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

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 1. | Distribution Agreement among The St. Paul Companies, Inc., Goldman, Sachs & Co. and J.P. Morgan Securities Inc. dated January 29, 2002. |
| 4.1 | Form of Fixed Rate Note. |
| 4.2 | Form of Floating Rate Note. |
| 8. | Tax Opinion of Sullivan & Cromwell LLP. |

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 ST. PAUL COMPANIES, INC.

By: /s/ Bruce A. Backberg

Bruce A. Backberg
Senior Vice President and
Corporate Secretary

Date: January 29, 2003