

TRAVELERS COMPANIES, INC.

Form 4

April 28, 2011

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 *
CLIFFORD JOHN P JR

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)
385 WASHINGTON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2011

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP, Human Resources

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/26/2011		S		500	D \$ 61.195 (1)	25,494.52	D	
Common Stock	04/26/2011		M		19,624	A \$ 47.23	45,118.52	D	
Common Stock	04/26/2011		S		19,624	D \$ 61.152 (2)	25,494.52	D	
Common Stock	04/26/2011		M		9,752	A \$ 52.91	35,246.52	D	
	04/26/2011		S		9,752	D	25,494.52	D	

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Common Stock					\$ 61.476 (3)		
Common Stock	04/26/2011	M	1,632	A	\$ 53.56	27,126.52	D
Common Stock	04/26/2011	S	1,632	D	\$ 61.394 (4)	25,494.52	D
Common Stock	04/26/2011	M	287	A	\$ 53.3	25,781.52	D
Common Stock	04/26/2011	S	287	D	\$ 61.49	25,494.52	D
Common Stock	04/26/2011	M	5,250	A	\$ 56.26	30,744.52	D
Common Stock	04/26/2011	S	5,250	D	\$ 61.41 (5)	25,494.52	D
Common Stock	04/26/2011	M	5,900	A	\$ 56.26	31,394.52	D
Common Stock	04/26/2011	S	5,900	D	\$ 61.221 (6)	25,494.52	D
Common Stock	04/26/2011	M	1,830	A	\$ 53.41	27,324.52	D
Common Stock	04/26/2011	S	1,830	D	\$ 61.468 (7)	25,494.52	D
Common Stock	04/26/2011	M	328	A	\$ 53.55	25,822.52	D
Common Stock	04/26/2011	S	328	D	\$ 61.47	25,494.52	D
Common Stock	04/26/2011	M	3,388	A	\$ 53.11	28,882.52	D
Common Stock	04/26/2011	S	3,388	D	\$ 61.225 (8)	25,494.52	D
Common Stock	04/26/2011	M	2,200	A	\$ 55.18	27,694.52	D
Common Stock	04/26/2011	S	2,200	D	\$ 61.442 (9)	25,494.52	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 47.23	04/26/2011		M	19,624	02/05/2011	02/05/2018	Common Stock	19,624
Stock Options (Right to Buy)	\$ 52.91	04/26/2011		M	9,752	11/13/2007	02/04/2013	Common Stock	9,752
Stock Options (Right to Buy)	\$ 53.56	04/26/2011		M	1,632	12/18/2007	02/05/2012	Common Stock	1,632
Stock Options (Right to Buy)	\$ 53.3	04/26/2011		M	287	02/20/2008	02/04/2013	Common Stock	287
Stock Options (Right to Buy)	\$ 56.26	04/26/2011		M	5,250	05/14/2008	02/04/2013	Common Stock	5,250
Stock Options (Right to Buy)	\$ 56.26	04/26/2011		M	5,900	05/14/2008	02/05/2012	Common Stock	5,900
Stock Options (Right to Buy)	\$ 53.41	04/26/2011		M	1,830	06/18/2008	02/05/2012	Common Stock	1,830

Stock Options (Right to Buy)	\$ 53.55	04/26/2011	M	328	10/04/2008	02/05/2012	Common Stock	328
Stock Options (Right to Buy)	\$ 53.11	04/26/2011	M	3,388	11/30/2008	02/05/2012	Common Stock	3,388
Stock Options (Right to Buy)	\$ 55.18	04/26/2011	M	2,200	12/10/2008	02/04/2013	Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLIFFORD JOHN P JR 385 WASHINGTON STREET ST PAUL, MN 55102			EVP, Human Resources	

Signatures

/s/Wendy C. Skjerven, by power of attorney 04/28/2011

__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).

Represents the weighted average sales price for price increments ranging from \$61.19 to \$61.20. The Reporting Person undertakes to
(1) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

Represents the weighted average sales price for price increments ranging from \$61.06 to \$61.19. The Reporting Person undertakes to
(2) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

Represents the weighted average sales price for price increments ranging from \$61.43 to \$61.51. The Reporting Person undertakes to
(3) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

Represents the weighted average sales price for price increments ranging from \$61.38 to \$61.42. The Reporting Person undertakes to
(4) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

Represents the weighted average sales price for price increments ranging from \$61.39 to \$61.44. The Reporting Person undertakes to
(5) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

Represents the weighted average sales price for price increments ranging from \$61.18 to \$61.27. The Reporting Person undertakes to
(6) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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- Represents the weighted average sales price for price increments ranging from \$61.45 to \$61.49. The Reporting Person undertakes to
- (7) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

- Represents the weighted average sales price for price increments ranging from \$61.22 to \$61.23. The Reporting Person undertakes to
- (8) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

- Represents the weighted average sales price for price increments ranging from \$61.43 to \$61.45. The Reporting Person undertakes to
- (9) provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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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