TRAVELERS COMPANIES, INC.

Form 4

February 23, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MACLEAN BRIAN W Issuer Symbol TRAVELERS COMPANIES, INC. (Check all applicable) [TRV] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) THE TRAVELERS COMPANIES. 02/21/2012 President & COO INC., 385 WASHINGTON STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. PAUL, MN 55102

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	uritie	s 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 tionDisposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/21/2012		M	1,597	A		89,298.768	D	
Common Stock	02/21/2012		S	1,513	D	\$ 59.501 (1)	87,785.768	D	
Common Stock	02/21/2012		M	2,709	A	\$ 53.67	90,494.768	D	
Common Stock	02/21/2012		S	2,564	D	\$ 59.498 (2)	87,930.768	D	

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Common Stock	02/21/2012	M	13,794	A	\$ 56.23	101,724.768	D	
Common Stock	02/21/2012	S	13,383	D	\$ 59.446 (3)	88,341.768	D	
Common Stock	02/21/2012	A(4)	41,210.168	A	\$0	129,551.936	D	
Common Stock	02/21/2012	F	18,144	D	\$ 59.49	111,407.936	D	
Common Stock						567.632	I	401(k) Plan
Common Stock						40	I	By Son

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

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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. Transactio Code (Instr. 8)	5. Number of iorDerivative 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)	\$ 53.67	02/21/2012		M		1,597	10/16/2007	03/22/2012	Common Stock	1,597
Stock Options (Right to Buy)	\$ 53.67	02/21/2012		M		2,709	10/27/2007	03/22/2012	Common Stock	2,709
Stock Options (Right to Buy)	\$ 56.23	02/21/2012		M		13,794	11/08/2007	03/22/2012	Common Stock	13,794

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MACLEAN BRIAN W
THE TRAVELERS COMPANIES, INC.
385 WASHINGTON STREET
ST. PAUL. MN 55102

President & COO

Signatures

/s/Wendy C. Skjerven, by power of attorney

02/23/2012

**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 \$59.50 to \$59.51. 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 \$59.495 to \$59.50. The Reporting Person undertakes to 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 \$59.43 to \$59.47. 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.
- (4) Represents common stock paid out upon achievement of performance objectives contained in performance share rights granted in 2009. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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