

TRAVELERS COMPANIES, INC.  
Form S-8 POS  
November 24, 2009

As filed with the Securities and Exchange Commission on November 24, 2009

Registration Number 033-49273

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**THE TRAVELERS COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

Minnesota  
(State of incorporation)

41-0518860  
(IRS Employer Identification No.)

485 Lexington Avenue  
New York, NY 10017

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(Address of Principal Executive Offices) (Zip Code)

**NON-EMPLOYEE DIRECTOR STOCK RETAINER PLAN**

(Full title of the plan)

**Matthew S. Furman, Esq.**  
**Senior Vice President and Corporate Secretary**  
**The Travelers Companies, Inc.**  
**385 Washington Street**

**St. Paul, MN 55102**

**(917) 778-6828**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (the Registration Statement ), File No. 033-49273, which originally registered shares of common stock of The St. Paul Companies, Inc. (now known as The Travelers Companies, Inc.) for issuance pursuant to the Non-Employee Director Stock Retainer Plan (the Plan ). The Plan has terminated and this Post-Effective Amendment is filed to deregister the 150 remaining shares registered, but not issued, under the Registration Statement following termination of the Plan.

**Item 8. Exhibits**

The following is a complete list of Exhibits filed or incorporated by reference as part of this Post-Effective Amendment to the Registration Statement on Form S-8:

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---------------------|
| 24             | Powers of Attorney. |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 24, 2009.

THE TRAVELERS COMPANIES, INC.

By: /s/ Matthew S. Furman  
Name: Matthew S. Furman  
Title: Senior Vice President and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

|                         |  |   |
|-------------------------|--|---|
| Date: November 24, 2009 | /s/ Jay S. Fishman<br>Jay S. Fishman, Director, Chairman and Chief Executive Officer |   |
| Date: November 24, 2009 | /s/ Jay S. Benet<br>Jay S. Benet, Vice Chairman and Chief Financial Officer          |   |
| Date: November 24, 2009 | /s/ Douglas K. Russell<br>Senior Vice President and Corporate Controller             |   |
| Date: November 24, 2009 | By:<br>Alan L. Beller, Director  | * |
| Date: November 24, 2009 | By:<br>John H. Dasburg, Director   | * |
| Date: November 24, 2009 | By:<br>Janet M. Dolan, Director  | * |
| Date: November 24, 2009 | By:<br>Kenneth M. Duberstein, Director   | * |
| Date: November 24, 2009 | By:<br>Lawrence G. Graev, Director   | * |
| Date: November 24, 2009 | By:<br>Patricia L. Higgins, Director   | * |
| Date: November 24, 2009 | By:<br>Thomas R. Hodgson, Director   | * |



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Date: November 24, 2009 By: \*  
Cleve L. Killingsworth, Jr., Director

Date: November 24, 2009 By: \*  
Robert I. Lipp, Director

Date: November 24, 2009 By: \*  
Blythe J. McGarvie, Director

Date: November 24, 2009 By: \*  
Laurie J. Thomsen, Director

Date: November 24, 2009 \*By: /s/ Matthew S. Furman  
Matthew S. Furman, Attorney-in-fact