TRAVELERS COMPANIES, INC.

Form 4

February 25, 2016

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations

may continue.

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

burden hours per response...

EVP and Chief Admin Officer

See Instruction 1(b).

(Last)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading | 5. Relationship of Reporting Person(s) to |
|---|--------------------------------------|---|
| BESSETTE ANDY F | Symbol | Issuer |
| | | |

02/24/2016

TRAVELERS COMPANIES, INC. (Check all applicable) [TRV]

(First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year)

THE TRAVELERS COMPANIES. INC., 385 WASHINGTON STREET

(Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

below)

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) Tab | le I - Non-l | Derivative | Secu | rities Acq | quired, Disposed | of, or Beneficia | ally Owned |
|--------------------------------------|---|---|--|--------------------------------------|------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Secur or(A) or D (Instr. 3, | (A) | d of (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 | 02/24/2016 | | S | 4,915 | D | \$ 107.3 | 18,873.951 | D | |
| Common Stock | | | | | | | 1,376.944 | I | 401(k) Plan |
| Common Stock | | | | | | | 22 | I | By Reporting Person as Custodian for Son (1) |

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title | and | 8. Price of |
|-------------|-------------|---------------------|--------------------|-----------|-------------|------------------|-------------|-----------|--------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transac | tionNumber | Expiration D | ate | Amoun | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day | /Year) | Underl | ying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 |) Derivativ | e | | Securit | ties | (Instr. 5) |
| | Derivative | | | | Securities | S | | (Instr. 3 | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | | | | | |
| | | | | | | Date | Expiration | | or Number | |
| | | | | | | Exercisable Date | Date | | of | |
| | | | | Codo | V (A) (D) | | | | | |
| | | | | Code | V (A) (D) | | | 1 | Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BESSETTE ANDY F THE TRAVELERS COMPANIES, INC. 385 WASHINGTON STREET ST. PAUL, MN 55102

EVP and Chief Admin Officer

Signatures

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

02/25/2016

**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) The Reporting Person disclaims beneficial ownership of these shares.

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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