

ST PAUL COMPANIES INC /MN/

Form 8-K

March 13, 2002

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

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**Date of Report (Date of earliest  
event reported): March 7, 2002**

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**THE ST. PAUL COMPANIES, INC.  
(Exact Name of Registrant as Specified in its Charter)**

**Minnesota**  
(State of Incorporation)

**001-10898**  
(Commission File Number)

**41-0518860**  
(IRS Employer Identification  
Number)

**385 Washington Street, St. Paul, MN**  
(Address of Principal Executive Offices)

**55102**  
(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 5. OTHER EVENTS

ITEM 7. EXHIBITS

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EXHIBIT INDEX

EX-1.1: UNDERWRITING AGREEMENT

EX-1.2: PRICING AGREEMENT

EX-4.1: INDENTURE

EX-4.2: SPECIMEN

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On March 12, 2002, The St. Paul Companies, Inc. ( The St. Paul ), issued and sold \$500,000,000 aggregate principal amount of its 5.75% Senior Notes due 2007 (the Senior Notes ), registered under the Securities Act of 1933, as amended (Registration Statements Nos. 333-73848, 333-73848-01 and 333-44122). The Senior Notes were issued pursuant to the Indenture, dated as of March 12, 2002, between The St. Paul and JPMorgan Chase Bank. The Senior Notes were purchased by Salomon Smith Barney Inc. and the several Underwriters (the Underwriters ) named in Schedule I to the Pricing Agreement, dated March 7, 2002, between The St. Paul and Salomon Smith Barney Inc., as Representative of the several Underwriters (the Pricing Agreement ), pursuant to the Underwriting Agreement, dated March 7, 2002, between The St. Paul and Salomon Smith Barney Inc. and the Pricing Agreement.

**ITEM 7. EXHIBITS.**

The following exhibits are filed herewith:

Exhibit Number	Description
1.1	Underwriting Agreement, dated March 7, 2002, between The St. Paul Companies, Inc. and Salomon Smith Barney Inc.
1.2	Pricing Agreement, dated March 7, 2002, between The St. Paul Companies, Inc. and Salomon Smith Barney Inc., as Representative of the several Underwriters named in Schedule I thereto.
4.1	Indenture, dated as of March 12, 2002, between The St. Paul Companies, Inc. and JPMorgan Chase Bank.
4.2	Specimen of the 5.75% Senior Notes

due 2007 of  
The St. Paul  
Companies,  
Inc.

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**SIGNATURE**

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 hereunto duly authorized.

By: /s/ BRUCE A. BACKBERG

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THE ST. PAUL COMPANIES, INC.

Name: Bruce A. Backberg  
Title: Senior Vice President

Date: March 13, 2002

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4.2	Specimen of the 5.75% Senior Notes due 2007 of The St. Paul Companies, Inc.