

Edgar Filing: ST PAUL COMPANIES INC /MN/ - Form 5

ST PAUL COMPANIES INC /MN/
Form 5
February 14, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported
 Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Graev	Lawrence	G.
(Last)	(First)	(Middle)
The GlenRock Group, LLC, Tower 56, 126 East 56th Street		
(Street)		
New York	NY	10022
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

THE ST. PAUL COMPANIES, INC. (SPC)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

December 31, 2002

*If the form is filled by more than one reporting person, see Instruction 4(b)(v).

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5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- Director 10% Owner
 Officer (give title below) Other (specify below)

Title if applicable: Director

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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/yy)	2a. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Price	Amount Secur Benef Owned at En of Is Fisca (Inst and 4
				----- Amount or ----- (A) (D)		

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

FORM 5 (continued)

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

2. Conver- sion or	5. Number of Derivative	6.	7. Title and Amount of Underlying	8
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1. Title of Derivative Security (Instr. 3)	Exer- cise Price of Derivative Security (Instr. 3)	3. Trans- action Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Trans- action Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Securities (Instr. 3 and 4)	Amount or Number of Shares	
Phantom Stock Units (1)	\$0.00	07/17/02		J	4.93		Common Stock	4.93	\$3
Phantom Stock Units (1)	\$0.00	10/17/02		J	4.50		Common Stock	4.50	\$3

Explanation of Responses:

(1) These are phantom shares acquired through dividend reinvestment under the Company's Deferred Directors. Distributions must be received by the reporting person in stock according to an elect reporting person, approved by the Company's Board Governance Committee, and kept on file by the C exempt under Rule 16-3(d).

By: /s/ Lawrence G. Graev

021403

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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