CHUBB CORP Form 4

February 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

SECURITIES 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading SCHRAM HENRY B Symbol CHUBB CORP [CB] (Last) (First) (Middle) 3. Date of Earliest Transaction

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

15 MOUNTAIN VIEW ROAD, P.O. 02/11/2005

BOX 1615

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

below)

Senior Vice President

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WARREN, NJ 070611615

(City)	(State) (Zi	p) Table	I - Non-Dei	rivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y 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. Securi or(A) or D: (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
COMMON	02/11/2005		S	400	D	\$ 80.11	34,966	D	
COMMON	02/11/2005		S	600	D	\$ 80.14	34,366	D	
COMMON	02/11/2005		S	842	D	\$ 80.18	33,524	D	
COMMON	02/11/2005		S	841	D	\$ 80.1	32,683	D	
COMMON	02/11/2005		S	762	D	\$ 80.02	31,921	D	
COMMON							3,780.55	I	By ESOP

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A C N
PERFORMANCE SHARE (1)	\$ 0 (1)					<u>(1)</u>	<u>(1)</u>	COMMON	
PERFORMANCE SHARES	\$ 0					08/08/1988	03/31/2005	COMMON	
RESTRICTED STOCK UNIT (2)	\$ 0 (2)					(2)	(2)	COMMON	
STOCK OPTION (3)	\$ 41.03					06/09/1997	06/08/2005	COMMON	
STOCK OPTION (3)	\$ 79.16					09/12/2002	06/08/2005	COMMON	
STOCK OPTION (3)	\$ 48.75					03/01/1998	02/27/2006	COMMON	
STOCK OPTION (3)	\$ 48.75					08/06/1998	08/05/2006	COMMON	
STOCK OPTION (3)	\$ 60.75					03/06/1999	03/05/2007	COMMON	
STOCK OPTION (3)	\$ 78.97					03/05/2000	03/04/2008	COMMON	
STOCK OPTION (3)	\$ 59.78					03/11/2001	03/10/2009	COMMON	
STOCK OPTION (3)	\$ 47.97					03/02/2002	03/02/2010	COMMON	
	\$ 70.85					03/01/2003	03/01/2011	COMMON	

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STOCK OPTION (3)				
STOCK OPTION (3)	\$ 73.68	03/07/2003	03/07/2012	COMMON
STOCK OPTION (3)	\$ 73.68	03/07/2004	03/07/2012	COMMON
STOCK OPTION (3)	\$ 46.05	03/06/2004	03/06/2013	COMMON
STOCK OPTION	\$ 46.05	03/06/2005	03/06/2013	COMMON

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
SCHRAM HENRY B 15 MOUNTAIN VIEW ROAD P.O. BOX 1615 WARREN, NJ 070611615			Senior Vice President				

Signatures

By: Nancy J.
Obremski, POA
02/11/2005

**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) Represents 200% of the target performance share award, which is the maximum number of shares issuable under this award for the performance cycle ending December 31, 2006.
- (2) Restricted Stock Units generally cliff vest on the third anniversary of the grant date.
- (3) All Stock Options are granted in tandem with tax withholding rights.

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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