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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 pursu	ant to	Section	16(a)	of the	Securiti	les Excha	ange	Act	of	1934,
Section	17(a) c	of the P	ublic	${\tt Utility}$	Holding	Company	Act	of	1935	or
	Section	30(h)	of the	e Investr	ment Comp	pany Act	of 3	1940		

<pre>[_] Check box if no longer may continue. See Instr [_] Form 3 Holdings Reporte [_] Form 4 Transactions Rep</pre>	uction 1(b). d	.6. Form 4 or Form 5 obligations
1. Name and Address of Rep	orting Person*	
Treacy	John	С.
(Last) 385 WASHINGTON STREET	(First)	(Middle)
	(Street)	
ST. PAUL	MN	55102-1396
(City)	(State)	(Zip)
	ST. PAUL COMPANIES, I	ONC. (SPC)
4. Statement for Month/Day	/Voor	
4. Statement for Month/Day	/ Teal	
December 31, 2002		
not required to respond unle number.	ollection of informat ss the form displays	ion contained in this form are a currently valid OMB control
5. If Amendment, Date of O	riginal (Month/Day/Ye	ear)
6. Relationship of Reporti (Check all applicable)	ng Person(s) to Issue	er
[] Director [X] Officer (give title	-] 10% Owner] Other (specify below)
Title if applicable: VP, Co	rporate Controller	

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7. Individual or Jo [X] Form filed [] Form filed	_	ing Person		ne)		_		
Table I -	=							
1.	2.	2a. Deemed Execution	3. Transaction	4. Securities or Disposed	Acquired d of (D)	5. (A)	Amou Secu Bene Owne at E of I Fisc	
Title of Security (Instr. 3)	Date (mm/yy)	any		- Amount	or (D)	Price		
Common Stock							1,30 	
Common Stock	12/31/02		J	4	А		2,00	
Reminder: Report on a								
FORM 5 (continued)								
	ve Securities . calls, warra:	nts, options	s, convertible	e securities)		=======		

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				++0:			ing Person		 Date		
Explanation	n of Re:	sponses:	Ву:	/s/ John	C. Trea	acy			021403		
========		=======	========		=====	=======	-=======	======	=======	=======	
(Instr. 3)		-			(A)	(D)	cisable				-
Derivative Security			Day/Year)	8)	4 and	5)	Date Exer-	_		Number of	j
1. Title of	Price of	Trans- action			Securities Acquired (A) or Disposed of (D) (Instr. 3,		<pre>6. Date Exercisable and Expiration Date (Month/Day/Year)</pre>			Amount or	- E
			Execution	action							
	Exer- cise		3A. Deemed	4. Trans-					of Underlying Securities		8 P
	or					r oi ative					
	Conver- sion					5. Number of			7. Title and Amour		L
	۷.				_				7		

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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