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ST PAUL COMPANIES INC /MN/

Form 4

February 05, 2003

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

FORM 4

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(f) of the Investment Company Act of 1940

	Section 30(f)	of the Investment	Company Act of 1940						
[_]	Check box if no longer may continue. See Instr	-	16. Form 4 or Form 5 obliga	tions					
1.	Name and Address of Rep	orting Person*							
1	Nelson	Glen	D.						
	(Last) 01 Carlson Parkway, Ste.	(First)	(Middle)						
	innetonka	(Street) MN	55305						
	(City)	(State)	(Zip)						
2.	Issuer Name and Ticker	or Trading Symbol							
	THE	ST. PAUL COMPANIES,	INC. (SPC)						
3.	IRS Identification Numb	er of Reporting Per	son, if an Entity (Voluntary)					
4.	Statement for Month/Day	/Year							
	February 5, 2003								
	the form is filled by mo Instruction 4(b)(v).	re than one reporti	ng person,						
5.	If Amendment, Date of O	riginal (Month/Day/	Year)						
6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)								
	<pre>[X] Director [] Officer (give titl</pre>		[] 10% Owner [] Other (specify below)						
Tit	le if applicable: Direct	or							
7.	Individual or Joint/Gro	up Filing (Check ap	plicable line)						
	<pre>[X] Form filed by one Reporting Person [] Form filed by more than one Reporting Person</pre>								

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Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ______ 5. Amoun Secur Securities Acquired (A) Benef 3. or Disposed of (D) Owned Deemed Transaction (Instr. 3, 4 and 5) Follo Execution Code ---- Repor (Instr. 8) (A)
----- Amount or Transaction Date, if (Instr. 8)
Date any ------Trans Price Title of Security (Inst (mm/dd/yy) (mm/dd/yy) Code V (Instr. 3) (D) and 4 ______ Reminder: Report on a separate line for each class of securities beneficially owned directly or i FORM 4 (continued) Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) ______ 2. Conver-5. 7. Number of Title and Amount sion Derivative 6. of Underlying or 4. Securities Date Exer- 2A. Securities P

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Derivative		(Month/	(Month/	8)		4 and 5)		Date Exer-	Expira-		Number of	r i
Security (Instr. 3)			Day/ Year)			(A)	(D)		Date	Title		s 5
Deferred Compens- ation Phantom Stock (1)	\$0.00		02/03/03	А		61.43				Common Stock	61.43	\$
Deferred Compens- ation Phantom Stock (1)	\$0.00		02/03/04	A		246.44				Common Stock	246.44	\$
Explanation	n of Re	sponses:							stallments	, commenc	ingone y	 year
			By:	/s/ Gl	en I	D. Nelso	n			020503		

**Signature of Reporting Person

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.

Date

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