

CHUBB CORP

Form 4

December 23, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHRAM HENRY B

(Last) (First) (Middle)

15 MOUNTAIN VIEW ROAD, P.O.
BOX 1615

(Street)

WARREN, NJ 070611615

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CHUBB CORP [CB]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON	12/20/2004		F		223	D	\$ 76.05
COMMON							3,619.29
						I	By 401(k) Trustee

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Fair Market Value of Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
PERFORMANCE SHARE <u>(1)</u>	\$ 0 <u>(1)</u>							<u>(1)</u>	<u>(1)</u>	COMMON	
PERFORMANCE SHARES	\$ 0							08/08/1988	03/31/2005	COMMON	3
RESTRICTED STOCK UNIT <u>(2)</u>	\$ 0 <u>(2)</u>							<u>(2)</u>	<u>(2)</u>	COMMON	
STOCK OPTION <u>(3)</u>	\$ 79.16							09/12/2002	06/08/2004	COMMON	
STOCK OPTION <u>(3)</u>	\$ 41.03							06/09/1997	06/08/2005	COMMON	
STOCK OPTION <u>(3)</u>	\$ 79.16							09/12/2002	06/08/2005	COMMON	
STOCK OPTION <u>(3)</u>	\$ 48.75							03/01/1998	02/27/2006	COMMON	
STOCK OPTION <u>(3)</u>	\$ 48.75							08/06/1998	08/05/2006	COMMON	
STOCK OPTION <u>(3)</u>	\$ 60.75							03/06/1999	03/05/2007	COMMON	
STOCK OPTION <u>(3)</u>	\$ 78.97							03/05/2000	03/04/2008	COMMON	
STOCK OPTION <u>(3)</u>	\$ 59.78							03/11/2001	03/10/2009	COMMON	
STOCK OPTION <u>(3)</u>	\$ 47.97							03/02/2002	03/02/2010	COMMON	
STOCK OPTION <u>(3)</u>	\$ 70.85							03/01/2003	03/01/2011	COMMON	
STOCK OPTION <u>(3)</u>	\$ 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 (3)	\$ 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 12/23/2004

__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.

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