WILLIAMS KAREN HASTIE

Form 4

February 08, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS KAREN HASTIE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First)

(Middle)

3. Date of Earliest Transaction

CHUBB CORP [CB]

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

(Check all applicable)

CROWELL & MORING LLP, 1001 PENNSYLVANIA AVE., N.W.

(Street)

4. If Amendment, Date Original

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/06/2008

(Month/Day/Year)

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

WASHINGTON, DC 200042595

(State) (Zip)

3. 4. Securities 5. Amount of

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of Transaction Derivative Code Securities

Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying (Instr. 3 and

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
PERFORMANCE SHARES 2005	(1)	02/06/2008		M			3,444 (2)	<u>(1)</u>	12/31/2007	COMMO
STOCK UNITS DEFERRED 2008	<u>(1)</u>	02/06/2008		M		2,352 (3)		<u>(1)</u>	<u>(1)</u>	COMMC

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other WILLIAMS KAREN HASTIE

X

CROWELL & MORING LLP 1001 PENNSYLVANIA AVE., N.W. WASHINGTON, DC 200042595

Signatures

By: Patricia S. 02/08/2008 Tomczyk, POA

**Signature of Reporting Person

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) N/A
- Represents 200% of the target 1,722 performance shares (as adjusted for the 2-for-1 stock split on 4/18/06) awarded on April 26, 2005, **(2)** which was the maximum number of shares issuable under the Award for the performance period ended December 31, 2007.

On 4/26/05, the reporting person received a target award of 1,722 performance shares (the "Award"). Under the Award the reporting person would be entitled to receive a number of shares of Chubb Common Stock equal to the target award multiplied by a performance multiplier ranging from 0% to 200% depending on Chubb's relative stock performance compared to other companies in the S&P 500

Index during the period from 1/1/05 - 12/31/07. On 4/26/05 the reporting person reported receipt of performance shares rep. 3,444 shares which was maximum number of shares payable under the Award. On 2/6/08 the performance multiplier for the Award was determined to be 136.6%. As a result of the reporting person's previous election to defer receipt of shares issuable under the Award, 2,352 stock units are accrued to the reporting person's account. All share numbers adjusted for 2-for-1 split. One stock unit is the economic equivalent of one share of Common Stock.

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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