#### **OREILLY MICHAEL**

Form 4

February 08, 2008

## FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

**COMMON** 

02/06/2008

(Print or Type Responses)

Name and Address of Reporting Person * OREILLY MICHAEL	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	CHUBB CORP [CB]  3. Date of Earliest Transaction	(Check all applicable)			
15 MOUNTAIN VIEW ROAD, P.O. BOX 1615	(Month/Day/Year) 02/06/2008	Director 10% Owner Selfon			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WARREN, NJ 070611615		Form filed by More than One Reporting			

(City)	(State) (Zi	Table l	I - Non-E	Deri	ivative Sec	curitie	es Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transac		4. Securitin(A) or Dis			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code		(Instr. 3, 4	and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8	3)				Owned	(D) or	Ownership
								Following	Indirect (I)	(Instr. 4)
						(A)		Reported	(Instr. 4)	
						or		Transaction(s)		
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
COMMON	02/06/2008		M		64,833 (1)	A	\$ 52.4	195,919	D	
							4			

26,299 D

F

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

169,620

52.4

D

### Edgar Filing: OREILLY MICHAEL - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	cisable and	7. Title and Ar
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	Derivative Expiration Date		ate	Underlying Se
(Instr. 3)	or Exercise		any	Code	Securities	s (Month/Day/Year)		(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
	-				(Instr. 3, 4,			
					and 5)			
						Date Exercisable	Expiration Date	Title
				Code V	(A) (D)			
PERFORMANCE SHARES 2005	(2)	02/06/2008		M	94,924 (3)	(2)	12/31/2007	COMMON

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OREILLY MICHAEL 15 MOUNTAIN VIEW ROAD P.O. BOX 1615 WARREN, NJ 070611615

Vice Chairman

## **Signatures**

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

\*\*Signature of Reporting Person D

## **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).

On 3/3/05, the reporting person received a target award of 47,462 performance shares (the "Award"). Under the terms of the Award, the reporting person would be entitled to receive a number of shares of Chubb's common stock ("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

- (1) companies in the S&P 500 Index that continued to file public reports during the period from 1/1/05 through 12/31/07. At the time of the Award, the reporting person reported receipt of performance shares representing 94,924 shares of Common Stock 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%, which resulted in an issuance to the reporting person of 64,833 shares of Common Stock. All share numbers adjusted for 2-for-1 split.
- (2) N/A
- (3) Represents 200% of the target 47,462 performance shares (as adjusted for the two-for-one stock split on 4/18/06) awarded on March 3, 2005, which was the maximum number of shares issuable under the Award for the performance cycle ended December 31, 2007.

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.

Reporting Owners 2