

CHUBB CORP  
Form 4  
December 23, 2004

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (D) Price			
COMMON	12/20/2004		F	223 D \$ 76.05	35,366	D	
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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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)
PERFORMANCE SHARE <sup>(1)</sup>	\$ 0 <sup>(1)</sup>					<u>(1)</u> <u>(1)</u>	COMMON
PERFORMANCE SHARES	\$ 0					08/08/1988    03/31/2005	COMMON 3
RESTRICTED STOCK UNIT <sup>(2)</sup>	\$ 0 <sup>(2)</sup>					<u>(2)</u> <u>(2)</u>	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 79.16					09/12/2002    06/08/2004	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 41.03					06/09/1997    06/08/2005	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 79.16					09/12/2002    06/08/2005	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 48.75					03/01/1998    02/27/2006	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 48.75					08/06/1998    08/05/2006	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 60.75					03/06/1999    03/05/2007	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 78.97					03/05/2000    03/04/2008	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 59.78					03/11/2001    03/10/2009	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 47.97					03/02/2002    03/02/2010	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 70.85					03/01/2003    03/01/2011	COMMON
STOCK OPTION <sup>(3)</sup>	\$ 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. 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.