

CHUBB CORP
Form 10-K/A
March 13, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K/A

Amendment No. 1

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO
Commission File No. 1-8661

The Chubb Corporation

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of incorporation or organization)

13-2595722
(I.R.S. Employer Identification No.)

15 Mountain View Road, P.O. Box 1615
Warren, New Jersey
(Address of principal executive offices)

07061-1615
(Zip Code)

(908) 903-2000

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value \$1 per share	New York Stock Exchange
Series B Participating Cumulative Preferred Stock Purchase Rights	New York Stock Exchange
Common Stock Purchase Warrants ¹	New York Stock Exchange
4% Senior Notes Due 2007 ¹	New York Stock Exchange

(Title of each class) *(Name of each exchange on which registered)*

¹ Offered together in the form of 7% Equity Units.

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been

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subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act) Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant was \$12,121,280,512 as of June 30, 2002, computed on the basis of the closing sales price of common stock on that date.

171,217,974

Number of shares of common stock outstanding as of January 31, 2003

Documents Incorporated by Reference

Portions of the definitive Proxy Statement for the Annual Meeting of Shareholders on April 29, 2003 are incorporated by reference in Part III of this Form 10-K.

Explanatory Note

This Annual Report on Form 10-K/A constitutes Amendment No. 1 to the Registrant's Form 10-K for the fiscal year ended December 31, 2002. This Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002 is being filed solely to file herewith By-Laws of the Registrant as amended to December 1, 2002.

PART IV.

Item 15. Exhibits, Financial Statements, Schedules and Reports on Form 8-K

(a) 1. Financial statements and 2. Schedules

The financial statements and schedules listed in the accompanying index to financial statements and financial statement schedules are filed as part of this report.

3. Exhibits

The exhibits listed in the accompanying index to exhibits are filed as part of this report.

(b) Reports on Form 8-K

The Registrant filed a current report on Form 8-K dated November 3, 2002 with respect to the announcement that, effective December 1, 2002, the Registrant had hired a new Chief Executive Officer, named a non-executive Chairman of the Board and appointed three senior executives as Vice Chairmen.

The Registrant filed a current report on Form 8-K on November 14, 2002 with respect to certifications of its Chief Executive Officer and Chief Financial Officer regarding Exchange Act filings.

The Registrant filed a current report on Form 8-K on December 9, 2002 with respect to Non-Employee Director Special Stock Option Agreements.

The Registrant filed a current report on Form 8-K on December 13, 2002 with respect to an underwriting agreement, a warrant agreement and a pledge agreement.

The Registrant filed a current report on Form 8-K on January 21, 2003 with respect to an employment agreement and change in control employment agreement entered into with the Registrant's Chief Executive Officer.

For the purposes of complying with the amendments to the rules governing Form S-8 (effective July 13, 1990) under the Securities Act of 1933, the undersigned registrant hereby undertakes as follows, which undertaking shall be incorporated by reference into registrant's Registration Statements on Form S-8 Nos. 33-29185 (filed June 7, 1989), 33-30020 (filed July 18, 1989), 33-49230 (filed July 2, 1992), 33-49232 (filed July 2, 1992), 333-09273 (filed July 31, 1996), 333-09275 (filed July 31, 1996), 333-58157 (filed June 30, 1998), 333-67347 (filed November 16, 1998), 333-36530 (filed May 8, 2000), 333-85462 (filed April 3, 2002), 333-90140 (filed June 10, 2002) and Post-Effective Amendment No. 2 to Form S-4 on Form S-8 No. 333-73073 (filed July 19, 1999):

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE CHUBB CORPORATION
(Registrant)

March 13, 2003

By

/s/ MICHAEL O REILLY

**(Michael O Reilly Vice Chairman and
Chief Financial Officer)**

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I, John D. Finnegan, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K/A of The Chubb Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 13, 2003

/s/ JOHN D. FINNEGAN

John D. Finnegan
President and Chief Executive Officer

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I, Michael O Reilly, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K/A of The Chubb Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 13, 2003

/s/ MICHAEL O REILLY

Michael O Reilly
Vice Chairman and Chief Financial Officer

THE CHUBB CORPORATION

INDEX TO EXHIBITS

(Item 15(a))

- | | Description |
|------|--|
| (2) | Plan of acquisition, reorganization, arrangement, liquidation or succession Agreement and Plan of Merger dated as of February 6, 1999 among Executive Risk Inc., the registrant and Excalibur Acquisition, Inc. incorporated by reference to Exhibit (99.2) of the registrant's Report to the Securities and Exchange Commission on Form 8-K dated February 6, 1999. |
| (3) | Articles of incorporation and by-laws
Restated Certificate of Incorporation. Incorporated by reference to Exhibit (3) of the registrant's Report to the Securities and Exchange Commission on Form 10-Q for the six months ended June 30, 1996.
Certificate of Amendment to the Restated Certificate of Incorporation. Incorporated by reference to Exhibit (3) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.
Certificate of Correction of Certificate of Amendment to the Restated Certificate of Incorporation. Incorporated by reference to Exhibit (3) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.
By-Laws. Filed herewith. |
| (4) | Instruments defining the rights of security holders, including indentures
The registrant is not filing any instruments evidencing any indebtedness since the total amount of securities authorized under any single instrument does not exceed 10% of the total assets of the registrant and its subsidiaries on a consolidated basis. Copies of such instruments will be furnished to the Securities and Exchange Commission upon request.
Warrant Agreement dated as of December 2, 2002 between The Chubb Corporation and Bank One Trust Company, N.A., as Warrant Agent. Incorporated by reference to Exhibit (4.1) of the registrant's Report to the Securities and Exchange Commission on Form 8-K filed on December 13, 2002.
Pledge Agreement dated as of December 2, 2002 between The Chubb Corporation, BNY Midwest Trust Company, as Collateral Agent, Custodial Agent and Securities Intermediary, and Bank One Trust Company, N.A., as Warrant Agent. Incorporated by reference to Exhibit (4.2) of the registrant's Report to the Securities and Exchange Commission on Form 8-K filed on December 13, 2002.
Rights Agreement dated as of March 12, 1999 between The Chubb Corporation and First Chicago Trust Company of New York as Rights Agent. Incorporated by reference to Exhibit 99.1 of the registrant's Report to the Securities and Exchange Commission on Form 8-K dated March 12, 1999. |
| (10) | Material contracts
The Chubb Corporation Producer Stock Incentive Program incorporated by reference to Exhibit (4.3) of the registrant's Report to the Securities and Exchange Commission on Amendment No. 2 to Form S-3 No. 333-67445 dated January 25, 1999. |

Description

Executive Compensation Plans and Arrangements.

The Chubb Corporation Annual Incentive Compensation Plan (2001) incorporated by reference to Exhibit B of the registrant's definitive proxy statement for the Annual Meeting of Shareholders held on April 24, 2001.

The Chubb Corporation Stock Option Plan for Non-Employee Directors (2001) incorporated by reference to Exhibit C of the registrant's definitive proxy statement for the Annual Meeting of Shareholders held on April 24, 2001.

The Chubb Corporation Long-Term Stock Incentive Plan (2000) incorporated by reference to Exhibit A of the registrant's definitive proxy statement for the Annual Meeting of Shareholders held on April 25, 2000.

The Chubb Corporation Annual Incentive Compensation Plan (1996) incorporated by reference to Exhibit A of the registrant's definitive proxy statement for the Annual Meeting of Shareholders held on April 23, 1996.

The Chubb Corporation Long-Term Stock Incentive Plan (1996), as amended, incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.

The Chubb Corporation Stock Option Plan for Non-Employee Directors (1996), as amended, incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.

The Chubb Corporation Long-Term Stock Incentive Plan (1992), as amended, incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.

The Chubb Corporation Stock Option Plan for Non-Employee Directors (1992), as amended, incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.

Non-Employee Director Special Stock Option Agreements incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 8-K filed on December 9, 2002.

The Chubb Corporation Deferred Compensation Plan for Directors, as amended, incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.

The Chubb Corporation Executive Deferred Compensation Plan incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.

The Chubb Corporation Estate Enhancement Program incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-Q for the three months ended March 31, 1999.

Description

- The Chubb Corporation Estate Enhancement Program for Non-Employee Directors incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-Q for the three months ended March 31, 1999.
- Executive Severance Agreement incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1998.
- Executive Severance Agreement incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1997.
- Executive Severance Agreement incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-K for the year ended December 31, 1995.
- Change in Control Employment Agreement incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 8-K filed on January 21, 2003.
- Employment Agreement incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 8-K filed on January 21, 2003.
- Retirement Agreement incorporated by reference to Exhibit (10) of the registrant's Report to the Securities and Exchange Commission on Form 10-Q for the three months ended September 30, 2002.
- (11) Computation of earnings per share included in Note (16) of the Notes to Consolidated Financial Statements.
- (21) Subsidiaries of the registrant previously filed.
- (23) Consent of Independent Auditors previously filed.