

CHUBB CORP
Form 8-K
April 28, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported) April 26, 2011
THE CHUBB CORPORATION**

(Exact name of registrant as specified in its charter)

New Jersey

1-8661

13-2595722

(State or other jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

15 Mountain View Road, Warren, New Jersey

07059

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(908) 903-2000**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

SIGNATURES

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The Annual Meeting of Shareholders of The Chubb Corporation (the Corporation) was held on April 26, 2011. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

Election of Directors. The shareholders of the Corporation elected each of the director nominees proposed by the Corporation's Board of Directors to serve until his or her successor is duly elected and qualified. The following is a breakdown of the voting results:

| Director | Votes For | Votes Against/Withheld | Abstentions | Broker Non-Votes |
|---------------------|------------------|-----------------------------------|--------------------|-------------------------|
| Zoë Baird | 225,517,851 | 3,276,755 | 0 | 24,701,046 |
| Sheila P. Burke | 221,451,383 | 7,343,223 | 0 | 24,701,046 |
| James I. Cash, Jr. | 225,980,201 | 2,814,405 | 0 | 24,701,046 |
| John D. Finnegan | 222,559,172 | 6,235,434 | 0 | 24,701,046 |
| Lawrence W. Kellner | 228,193,183 | 601,423 | 0 | 24,701,046 |
| Martin G. McGuinn | 223,855,316 | 4,939,290 | 0 | 24,701,046 |
| Lawrence M. Small | 225,634,609 | 3,159,997 | 0 | 24,701,046 |
| Jess Sørderberg | 228,357,950 | 436,656 | 0 | 24,701,046 |
| Daniel E. Somers | 223,830,654 | 4,963,952 | 0 | 24,701,046 |
| James M. Zimmerman | 223,895,530 | 4,899,076 | 0 | 24,701,046 |
| Alfred W. Zollar | 223,739,064 | 5,055,542 | 0 | 24,701,046 |

Adoption of The Chubb Corporation Annual Incentive Compensation Plan (2011). The shareholders of the Corporation approved the adoption of The Chubb Corporation Annual Incentive Compensation Plan (2011). The following is a breakdown of the voting results:

| Votes For | Votes Against/Withheld | Abstentions | Broker Non-Votes |
|------------------|-----------------------------------|--------------------|-------------------------|
| 220,937,625 | 7,379,337 | 477,644 | 24,701,046 |

Appointment of Ernst & Young LLP as Independent Auditor. The shareholders of the Corporation ratified the appointment of Ernst & Young LLP as the Corporation's independent auditor. The following is a breakdown of the voting results:

| Votes For | Votes Against/Withheld | Abstentions | Broker Non-Votes |
|------------------|-----------------------------------|--------------------|-------------------------|
| 249,948,155 | 3,332,695 | 214,802 | 0 |

Advisory Vote on Executive Compensation. The shareholders of the Corporation approved, on an advisory basis, the Corporation's compensation program for its Named Executive Officers. The following is a breakdown of the voting results:

| Votes For | Votes Against/Withheld | Abstentions | Broker Non-Votes |
|------------------|-----------------------------------|--------------------|-------------------------|
| 213,597,096 | 11,158,111 | 4,039,399 | 24,701,046 |

Advisory Vote on the Frequency of the Shareholder Vote on Executive Compensation. The shareholders of the Corporation recommended that the shareholder advisory vote regarding the Corporation's compensation program for its Named Executive Officers take place on an annual basis. The following is a breakdown of the voting results:

| Three Years | Two Years | One Year | Abstention |
|--------------------|------------------|-----------------|-------------------|
|--------------------|------------------|-----------------|-------------------|

60,616,169

2,093,796

165,716,335

368,306

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SIGNATURES

Pursuant to the requirements 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

Date: April 28, 2011

By: /s/ W. Andrew Macan
Name: W. Andrew Macan
Title: Vice President and Secretary