

CHUBB CORP  
Form 8-K  
December 10, 2008

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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) **December 4, 2008**

**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, P.O. Box 1615, Warren,  
New Jersey**

**07061-1615**

(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 9.01 Financial Statements and Exhibits

Signatures

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The Chubb Corporation By-Laws as Amended and Restated December 4, 2008

EX-3.1: BY-LAWS AS AMENDED AND RESTATED

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**Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.**

- (a) On December 4, 2008, the Board of Directors of The Chubb Corporation (Chubb) adopted amendments to Chubb's By-Laws. The amendments relate to certain provisions of Article I of the By-Laws as follows:

Amendments to Sections 2 and 4 clarify that the business conducted at a meeting of Chubb's shareholders must be specified in the notice of meeting as required under New Jersey law.

Amendments to Section 10: (i) clarify that the advance notice provisions contained in the By-Laws govern both the nomination of directors and other business to be conducted at a meeting of shareholders and are the exclusive means for a shareholder to bring a director nomination or other business before the meeting other than as permitted by Section 14 of the Securities Exchange Act of 1934 and the regulations promulgated thereunder; (ii) expand the requirements that a shareholder must satisfy to propose a director nominee or other business under Article I, Section 10 of the By-Laws for consideration at a meeting of shareholders, including the shareholder's disclosure of its full economic interest in Chubb (including derivative, hedge and similar positions) and, in the case of a director nomination, biographical and other information regarding the director nominee; and (iii) require that the shareholder (or a duly appointed representative) attend the meeting of shareholders at which the director nomination or other business will be considered.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.  
3.1 The Chubb Corporation By-Laws as Amended and Restated December 4, 2008
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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: December 10, 2008

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

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**EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K  
FILED DECEMBER 10, 2008**

<b>Exhibit No.</b>	<b>Description</b>
3.1	The Chubb Corporation By-Laws as Amended and Restated December 4, 2008