

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1994-02-10**
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SUBJECT COMPANY

ST PAUL COMPANIES INC /MN/

CIK: **86312** | IRS No.: **410518860** | State of Incorporation: **MN** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: **005-12896** | Film No.: **94505988**
SIC: **6331** Fire, marine & casualty insurance

Business Address
385 WASHINGTON ST
SAINT PAUL MN 55102
6122217911

FILED BY

FIRST BANK SYSTEM INC

CIK: **36104** | IRS No.: **410255900** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G**
SIC: **6021** National commercial banks

Business Address
601 SECOND AVE S
FIRST BANK PL
MINNEAPOLIS MN 55402-4302
6129731111

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 15)*

The St. Paul Companies, Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

792860-10-8

(CUSIP Number)

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 6 Pages

1 NAME OF REPORTING PERSON S.S. or I.R.S.
IDENTIFICATION NO. OF ABOVE PERSON
First Bank System Inc.
601 2nd Ave. South
Minneapolis, MN 55402-4302
Tax I.D. No.: 41-0255900

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	921,428
	6	SHARED VOTING POWER	2,753,972 (1)
	7	SOLE DISPOSITIVE POWER	777,760
	8	SHARED DISPOSITIVE POWER	2,896,261 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,742,295 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.84%

H.C.

SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1

a. NAME OF ISSUER:

The St. Paul Companies, Inc.

b. ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The St. Paul Companies, Inc.
385 Washington Street
St. Paul, Minnesota 55102

ITEM 2

a. NAME OF PERSON FILING:

First Bank System, Inc.

b. ADDRESS OF PERSON'S FILING PRINCIPAL EXECUTIVE OFFICES:

601 2nd Ave South
Minneapolis, MN 55402-4302
United States

c. TITLE OF CLASS OF SECURITIES:

COMMON

d. CUSIP NUMBER:

792860-10-8

ITEM 3

The person filing this statement is a:
(g) Parent Holding Company

ITEM 4

OWNERSHIP:

- a. Amount beneficially owned: 3,742,295(1)
- b. Percentage of Class: 8.84%
- c. Number of shares as to which such person has:
 - 1. Sole power to vote or direct the vote: 921,428
 - 2. Shared power to vote or direct vote: 2,753,972(1)
 - 3. Sole power to dispose or direct the disposition: 777,760
 - 4. Shared power to dispose or direct the disposition: 2,896,261(1)

ITEM 5

OWNERSHIP OF FIVE PERCENT OR LESS OF CLASS: ()

(1) This number includes 1,304,103 shares held in the "unallocated" account, as of December 31, 1993, of the Saint Paul Companies, Inc. Employee Stock Ownership Plan and Trust, which an affiliate of First Bank System, Inc. acts as trustee. The number of "allocated" shares held in such trust (963,934 shares as of December 31, 1993) is not included in this number, based upon our interpretation of SEC staff no-action letters.

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ITEM 6

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other persons have the right to receive or the power to direct the receipt of, dividend from, or the proceeds from the sale of, such securities. To our knowledge no interest of any such person relates to more than 5% of the class.

ITEM 7

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY PARENT HOLDING COMPANY

See Exhibit A

ITEM 8

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9

NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 10, 1994

/s/ Bruce L. Wilson

Bruce L. Wilson
Vice President

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SECURITIES AND EXCHANGE COMMISSION
Washington D. C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

EXHIBIT A

The Schedule to which this attachment is appended is filed on behalf of the following subsidiary or subsidiaries listed below, which are classified as banks for the purposes of 17 CFR 140.13d-1 (b) (ii) (B).

Colorado National Bank
P.O. Box 5548
Denver, Colorado 80217

First Trust Company of North
Dakota National Association
505 Second Avenue North
Fargo, North Dakota 58102

First Bank of South Dakota
(National Association)

First Trust Company of Montana
National Association

141 North Main Avenue
Sioux Falls, So. Dakota 57117

330 North Broadway
Billings, Montana 59101

First Bank National Association
601 2nd Ave South
Minneapolis, Minnesota 55402-4302

First Trust National Association
180 East Fifth Street, Suite 200
St. Paul, Minnesota 55101

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

EXHIBIT B - DISCLAIMER

Information on the attached Schedule 13G is provided solely for the purpose of complying with Section 13(d) and 13(g) of the Securities Exchange Act of 1934 and Regulations promulgated under authority thereof and is not intended as an admission that First Bank System, Inc. or any of its subsidiaries, is a beneficial owner of the securities described herein for any other purpose (including without limitation for purposes of the Minnesota Control Share Acquisition Act).