

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2003

OR

| | TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 33-03094

THE TRAVELERS INSURANCE COMPANY
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

CONNECTICUT

(State or other jurisdiction of
incorporation or organization)

06-0566090

(I.R.S. Employer
Identification No.)

ONE CITYPLACE, HARTFORD, CONNECTICUT 06103-3415
(Address of principal executive offices) (Zip Code)

(860) 308-1000
(Registrant's telephone number, including area code)

ONE TOWER SQUARE, HARTFORD, CONNECTICUT 06183
(Registrant's former address)

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 subject to such filing requirements for the past 90 days.

Yes No | |

Indicate by checkmark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

Yes | | No

As of the date hereof, there were outstanding 40,000,000 shares of common stock, par value \$2.50 per share, of the registrant, all of which were owned by Citigroup Insurance Holding Corporation, an indirect wholly owned subsidiary of Citigroup Inc.

REDUCED DISCLOSURE FORMAT

The registrant meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES

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THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)
(\$ in millions)

	THREE MONTHS ENDED	
	MARCH 31,	
	2003	2002
	-----	-----
REVENUES		
Premiums	\$ 468	\$ 420
Net investment income	764	691
Realized investment gains	3	26
Fee income	145	144
Other revenues	27	27
	-----	-----
Total Revenues	1,407	1,308
	-----	-----
BENEFITS AND EXPENSES		
Current and future insurance benefits	415	381
Interest credited to contractholders	308	282
Amortization of deferred acquisition costs	124	75
General and administrative expenses	111	104
	-----	-----
Total Benefits and Expenses	958	842
	-----	-----
Income from operations before federal income taxes	449	466
	-----	-----
Federal income taxes	88	145
	-----	-----
Net Income	\$ 361	\$ 321
	=====	=====

See Notes to Condensed Consolidated Financial Statements.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(\$ in millions)

	MARCH 31, 2003 (UNAUDITED)	DECEMBER 31, 2002
	-----	-----
ASSETS		
Investments (including \$2,113 and \$2,687 subject to securities lending agreements)	\$52,496	\$50,809
Separate and variable accounts	21,320	21,620
Reinsurance recoverable	4,319	4,301
Deferred acquisition costs	4,018	3,936
Other assets	2,385	2,329
	-----	-----
Total Assets	\$84,538	\$82,995
	-----	-----
LIABILITIES		
Contractholder funds	\$27,986	\$26,634
Future policy benefits and claims	15,133	15,009
Separate and variable accounts	21,320	21,620
Other liabilities	7,785	8,097
	-----	-----
Total Liabilities	72,224	71,360
	-----	-----
SHAREHOLDER'S EQUITY		
Common stock, par value \$2.50; 40 million shares authorized, issued and outstanding	100	100
Additional paid-in capital	5,444	5,443
Retained earnings	5,935	5,638
Accumulated other changes in equity from nonowner sources	835	454
	-----	-----
Total Shareholder's Equity	12,314	11,635
	-----	-----
Total Liabilities and Shareholder's Equity	\$84,538	\$82,995
	=====	=====

See Notes to Condensed Consolidated Financial Statements.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY
(UNAUDITED)
(\$ in millions)

	THREE MONTHS ENDED	
	MARCH 31,	
COMMON STOCK	2003	2002
	-----	-----
Balance, beginning of period	\$ 100	\$ 100
Changes in common stock	--	--
	-----	-----
Balance, end of period	\$ 100	\$ 100
	=====	=====
ADDITIONAL PAID-IN CAPITAL		
Balance, beginning of period	\$ 5,443	\$ 3,864
Stock option tax benefit	1	4
Capital contributed by Parent	--	1,596
	-----	-----
Balance, end of period	\$ 5,444	\$ 5,464
	=====	=====
RETAINED EARNINGS		
Balance, beginning of period	\$ 5,638	\$ 5,142
Net income	361	321
Dividends to parent	(64)	(271)
Balance, end of period	\$ 5,935	\$ 5,192
	=====	=====
ACCUMULATED OTHER CHANGES IN EQUITY FROM NONOWNER SOURCES		
Balance, beginning of period	\$ 454	\$ 74
Foreign currency translation, net of tax	2	1
Unrealized gains (losses), net of tax	349	(312)
Derivative instrument hedging activity gains, net of tax	30	48
	-----	-----
Balance, end of period	\$ 835	\$ (189)
	=====	=====
SUMMARY OF CHANGES IN EQUITY FROM NONOWNER SOURCES		
Net income	\$ 361	\$ 321
Other changes in equity from nonowner sources	381	(263)
	-----	-----
Total changes in equity from nonowner sources	\$ 742	\$ 58
	=====	=====
TOTAL SHAREHOLDER'S EQUITY		
Balance, beginning of period	\$ 11,635	\$ 9,180
Changes in nonowner sources	742	58
Dividends	(64)	(271)
Changes in Additional Paid-in Capital	1	1,600
	-----	-----
Balance, end of period	\$ 12,314	\$ 10,567
	=====	=====

See Notes to Condensed Consolidated Financial Statements.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
INCREASE (DECREASE) IN CASH
(UNAUDITED)
(\$ in millions)

	THREE MONTHS ENDED MARCH 31,	
	2003	2002
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 105	\$ 709
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from maturities of investments		
Fixed maturities	1,307	941
Equity securities	--	11
Mortgage loans	90	34
Proceeds from sales of investments		
Fixed maturities	3,260	3,721
Equity securities	45	3
Real estate held for sale	3	--
Purchases of investments		
Fixed maturities	(6,124)	(5,949)
Equity securities	(42)	(7)
Mortgage loans	(30)	(92)
Policy loans, net	17	13
Short-term securities sales, net	464	478
Other investment purchases, net	(58)	(22)
Securities transactions in course of settlement, net	(351)	(333)
Net cash used in investing activities	(1,419)	(1,202)
CASH FLOWS FROM FINANCING ACTIVITIES		
Contractholder fund deposits	2,489	2,085
Contractholder fund withdrawals	(1,161)	(1,529)
Capital contribution by parent	--	172
Dividends to parent company	(64)	(271)
Net cash provided by financing activities	1,264	457
Net decrease in cash	(50)	(36)
Cash at beginning of period	186	146
Cash at end of period	\$ 136	\$ 110
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Income taxes paid	\$ 48	\$ 12

See Notes to Condensed Consolidated Financial Statements.

1. BASIS OF PRESENTATION

The Travelers Insurance Company (TIC, together with its subsidiaries, the Company), is a wholly owned subsidiary of Citigroup Insurance Holding Corporation (CIHC), an indirect wholly owned subsidiary of Citigroup Inc. (Citigroup). Citigroup is a diversified global financial services holding company whose businesses provide a broad range of financial services to consumer and corporate customers around the world. The condensed consolidated financial statements and accompanying footnotes of the Company are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) and are unaudited. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and benefits and expenses during the reporting period. Actual results could differ from those estimates.

The Company's two reportable business segments are Travelers Life & Annuity and Primerica Life Insurance. The primary insurance entities of the Company are TIC and its subsidiary The Travelers Life and Annuity Company (TLAC), included in the Travelers Life & Annuity segment, and Primerica Life Insurance Company (Primerica Life) and its subsidiaries, Primerica Life Insurance Company of Canada, CitiLife Financial Limited (CitiLife) and National Benefit Life Insurance Company (NBL), included in the Primerica Life insurance segment. The condensed consolidated financial statements include the accounts of the insurance entities of the Company and Tribeca Citigroup Investments Ltd., among others, on a fully consolidated basis.

In the opinion of management, the interim financial statements reflect all adjustments necessary (all of which were normal recurring adjustments) for a fair presentation of results for the periods reported. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

Certain financial information that is normally included in annual financial statements prepared in accordance with GAAP, but is not required for interim reporting purposes, has been condensed or omitted.

Certain prior year amounts have been reclassified to conform to the 2003 presentation.

2. ACCOUNTING STANDARDS

CHANGES IN ACCOUNTING PRINCIPLES

COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES

On January 1, 2003, the Company adopted the Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (FAS 146). FAS 146 requires that a liability for costs associated with exit or disposal activities, other than in a business combination, be recognized when the liability is incurred. Previous generally accepted accounting principles provided for the recognition of such costs at the date of management's commitment to an exit plan. In addition, FAS 146 requires that the liability be measured at fair value and be adjusted for changes in estimated cash flows. The provisions of the new standard are effective for exit or disposal activities initiated after December 31, 2002. The adoption of FAS 146 did not affect the Company's consolidated financial statements.

STOCK BASED COMPENSATION

On January 1, 2003, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123 (FAS 123), prospectively for all awards granted, modified, or settled after December 31, 2002. The prospective method is one of the adoption methods provided for under FAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure," issued on January 1, 2003. FAS 123 requires that compensation cost for all stock awards be calculated and recognized over the service period (generally equal to the vesting period). This compensation cost is determined using option pricing models, intended to estimate the fair value of the awards at the grant date. Similar to Accounting Principles Board Opinion No. 25 "Accounting for Stock Issued to Employees," the alternative method of accounting, an offsetting increase to stockholders' equity under FAS 123 is recorded equal to the amount of compensation expense charged.

ACCOUNTING STANDARDS NOT YET ADOPTED

CONSOLIDATION OF VARIABLE INTEREST ENTITIES

In January 2003, the FASB released FASB Interpretation No. 46 "Consolidation of Variable Interest Entities" (FIN 46). This Interpretation changes the method of determining whether certain entities should be included in the Company's Consolidated Financial Statements. An entity is subject to FIN 46 and is called a variable interest entity (VIE) if it has (1) equity that is insufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) equity investors that cannot make significant decisions about the entity's operations, or that do not absorb the expected losses or receive the expected returns of the entity. All other entities are evaluated for consolidation under FAS No. 94, "Consolidation of All Majority-Owned Subsidiaries." A VIE is consolidated by its primary beneficiary, which is the party involved with the VIE that has a majority of the expected losses or a majority of the expected residual returns or both.

The provisions of FIN 46 are to be applied immediately to VIEs created after January 31, 2003, and to VIEs in which an enterprise obtains an interest after that date. For VIEs in which an enterprise holds a variable interest that it acquired before February 1, 2003, FIN 46 applies in the first fiscal period beginning after June 15, 2003. For any VIEs that must be consolidated under FIN 46 that were created before February 1, 2003, the assets, liabilities and noncontrolling interest of the VIE would be initially measured at their carrying amounts with any difference between the net amount added to the balance sheet and any previously recognized interest being recognized as the cumulative effect of an accounting change. If determining the carrying amounts is not practicable, fair value at the date FIN 46 first applies may be used to measure the assets, liabilities and noncontrolling interest of the VIE. FIN 46 also mandates new disclosures about VIEs, some of which are required to be presented in financial statements issued after January 31, 2003.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(CONTINUED)

The Company has investments in entities that may be considered to be variable interests. The carrying value of these investments is approximately \$2.2 billion and primarily consists of interests in security investment funds in the amount of \$792 million and real estate investment funds in the amount of \$353 million, below investment grade asset-backed and mortgage-backed securities in the amount of \$1.1 billion, and a collateralized bond obligation in the amount of \$4 million. The Company is evaluating the impact of applying FIN 46 to existing VIEs in which it has variable interests and has not yet completed this analysis. The Company continues to evaluate the impact of applying FIN 46 to entities acquired before February 1, 2003; however, at this time, it is anticipated that the effect on the Company's Consolidated Balance Sheets is not expected to exceed \$1 billion to assets and liabilities. No entities were created between February 1, 2003 and March 31, 2003 that would require application of FIN 46.

3. OPERATING SEGMENTS

The Company has two reportable business segments that are separately managed due to differences in products, services, marketing strategy and resource management. The business of each segment is maintained and reported through separate legal entities within the Company. The management groups of each segment report separately to the Company's ultimate parent, Citigroup.

TRAVELERS LIFE & ANNUITY (TLA) core offerings include individual annuity, individual life, corporate owned life insurance (COLI) and group annuity insurance products distributed by TIC and TLAC principally under the Travelers Life & Annuity name. Among the range of individual products offered are fixed and variable deferred annuities, payout annuities and term, universal and variable life insurance. The COLI product is a variable universal life product distributed through independent specialty brokers. The group products include institutional pensions, including guaranteed investment contracts, payout annuities, group annuities sold to employer-sponsored retirement and savings plans and structured finance funding agreements. The majority of the annuity business and a substantial portion of the life business written by TLA are accounted for as investment contracts, with the result that the deposits collected are reported as liabilities and are not included in revenues.

The PRIMERICA LIFE INSURANCE business segment consolidates primarily the business of Primerica Life, Primerica Life Insurance Company of Canada, CitiLife and NBL. The Primerica Life Insurance business segment offers individual life products, primarily term insurance, to customers through a sales force of approximately 108,000 agents. A great majority of the domestic licensed sales force works on a part-time basis. NBL also provides statutory disability benefit insurance and other insurance, primarily in New York, as well as direct response student term life insurance nationwide. CitiLife was established in September 2000 to underwrite insurance in Europe. Primerica Life, directly or through its subsidiaries, is licensed or otherwise authorized to sell and market term life insurance in all 50 states, the District of Columbia, Puerto Rico, Guam, the U.S. Virgin Islands, Northern Mariana Islands, Canada, the United Kingdom and Spain.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(CONTINUED)

BUSINESS SEGMENT INFORMATION:

AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2003 (\$ in millions)	TRAVELERS LIFE & ANNUITY	PRIMERICA LIFE INSURANCE	TOTAL
-----	-----	-----	-----
BUSINESS VOLUME:			
Premiums	\$ 161	\$ 307	\$ 468
Deposits	3,148	--	3,148
Total premiums and deposits (1)	3,309	307	3,616
Net investment income	686	78	764
Interest credited to contractholders	308	--	308
Amortization of deferred acquisition costs	68	56	124
Total expenditures for deferred acquisition costs	118	88	206
Federal income taxes on Operating Income (2)	32	54	86
Operating Income (3)	\$ 254	\$ 105	\$ 359
Segment Assets	\$ 75,867	\$ 8,671	\$ 84,538
	-----	-----	-----

AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2002 (\$ in millions)	TRAVELERS LIFE & ANNUITY	PRIMERICA LIFE INSURANCE	TOTAL
-----	-----	-----	-----
BUSINESS VOLUME:			
Premiums	\$ 126	\$ 294	\$ 420
Deposits	3,174	--	3,174
Total premiums and deposits (1)	3,300	294	3,594
Net investment income	618	73	691
Interest credited to contractholders	282	--	282
Amortization of deferred acquisition costs	23	52	75
Total expenditures for deferred acquisition costs	148	74	222
Federal income taxes on Operating Income (2)	87	49	136
Operating Income (3)	\$ 209	\$ 95	\$ 304
Segment Assets	\$ 73,405	\$ 8,155	\$ 81,560
	-----	-----	-----

(1) Total premiums and deposits are a non-GAAP measure.

(2) Excludes taxes on realized investment gains.

(3) Excludes realized gains or losses, net of tax, and is a non-GAAP measure.
See discussion of non-GAAP measures under Item 2.

BUSINESS SEGMENT RECONCILIATION:

FOR THE THREE MONTHS ENDED MARCH 31, (\$ in millions)	2003	2002
INCOME:		
Total operating income of segments	\$ 359	\$ 304
Realized investment gains, net of tax	2	17
Net Income	\$ 361	\$ 321
	=====	=====

4. SHAREHOLDER'S EQUITY

Statutory capital and surplus of the Company was \$6.9 billion at December 31, 2002. The Company is currently subject to various regulatory restrictions that limit the maximum amount of dividends available to be paid to its parent without prior approval of insurance regulatory authorities. A maximum of \$966 million is available by the end of the year 2003 for such dividends without prior approval of the State of Connecticut Insurance Department, depending upon the amount and timing of the payments. TLAC may not pay a dividend to TIC without such approval. Primerica Life may pay up to \$148 million to TIC in 2003 without prior approval of the Massachusetts Insurance Department. The Company paid \$64 million and \$271 million in dividends to its parent during the three months ended March 31, 2003 and 2002, respectively.

5. COMMITMENTS AND CONTINGENCIES

The Company is a defendant or co-defendant in various other litigation matters in the normal course of business. These include civil actions, arbitration proceedings and other matters arising in the normal course of business out of activities as an insurance company, a broker and dealer in securities or otherwise. In the opinion of the Company's management, the ultimate resolution of these legal proceedings would not be likely to have a material adverse effect on the Company's consolidated results of operations, financial condition or liquidity.

The Company is a member of the Federal Home Loan Bank of Boston (the "Bank"), and in this capacity has entered into a funding agreement (the "agreement") with the Bank where a blanket-lien has been granted to collateralize the Bank's deposits. The Company maintains control of these assets, and may use, commingle, encumber or dispose of any portion of the collateral as long as there is no event of default and the remaining qualified collateral is sufficient to satisfy the collateral maintenance level. The agreement further states that upon any event of default, the Bank's recovery is limited to the amount of the member's outstanding funding agreement. The amount of the Company's liability for funding agreements with the Bank as of March 31, 2003 is \$800 million, included in contractholder funds.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's narrative analysis of the results of operations is presented in lieu of Management's Discussion and Analysis of Financial Condition and Results of Operations, pursuant to General Instruction H(2)(a) of Form 10-Q.

The Company's Annual Report on Form 10-K, its quarterly reports on Form 10-Q and any current reports on Form 8-K, and all amendments to these reports, are available on the Citigroup website at <http://www.citigroup.com> by selecting the "Investor Relations" page and selecting "SEC Filings."

CONSOLIDATED OVERVIEW (\$ in millions)

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2003	2002
	-----	-----
Revenues	\$1,407	\$1,308
Insurance benefits and interest credited	723	663
Operating expenses	235	179
	-----	-----
Income before taxes	449	466
Income Taxes	88	145
	-----	-----
Net income	\$ 361	\$ 321
	=====	=====

The Travelers Insurance Company (TIC, together with its subsidiaries, the Company), is comprised of two business segments, Travelers Life & Annuity and Primerica Life Insurance. Net income increased 12% to \$361 million for the quarter ended March 31, 2003 from \$321 million in the prior year quarter, primarily related to a \$39 million Dividends Received Deduction (DRD) tax benefit, and favorable business volumes and fees, partially offset by higher deferred acquisition costs (DAC) amortization and lower net after-tax realized investment gains.

Net income of \$361 million and \$321 million included net after-tax realized investment gains of \$2 million and \$17 million in the first quarter of 2003 and 2002, respectively. Included in these net after-tax realized investment gains are impairments of instruments, primarily in the fixed income portfolio, in the amount of \$35 million and \$47 million, net of tax, in the first quarter of 2003 and 2002, respectively. These impairments were offset by gains on sales of fixed maturities. Excluding realized investment gains/losses, operating income increased 18% to \$359 million in the first quarter of 2003 from \$304 million in the prior year period. Operating income is a non-GAAP measure, which the Company believes is a more appropriate indicator of insurance results than net income and is more reflective of the underlying trends of the businesses' ongoing operations. Net realized investment gain/losses are significantly impacted by both discretionary and other economic factors.

The following discussion presents in more detail each business segment's performance.

TRAVELERS LIFE & ANNUITY

FOR THE THREE MONTHS ENDED MARCH 31, (\$ in millions)	2003	2002
	----	----
Revenues	\$995	\$908
Insurance benefits and interest credited	587	529
Operating expenses	121	65
	----	----
Income before taxes	287	314
Income taxes	33	93
	----	----
Net income	\$254	\$221
	====	====

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES

Travelers Life & Annuity (TLA) core offerings include individual annuity, individual life, corporate owned life insurance (COLI) and group annuity insurance products distributed by TIC and The Travelers Life and Annuity Company (TLAC) principally under the Travelers Life & Annuity name. Among the range of individual products offered are fixed and variable deferred annuities, payout annuities and term, universal and variable life insurance. The COLI product is a variable universal life product distributed through independent specialty brokers. The group products include institutional pensions, including guaranteed investment contracts (GICs), payout annuities, group annuities sold to employer-sponsored retirement and savings plans and structured finance funding agreements. The majority of the annuity business and a substantial portion of the life business written by TLA are accounted for as investment contracts, with the result that the deposits collected are reported as liabilities and are not included in revenues.

Net income of \$254 million in the first quarter of 2003 increased 15% from \$221 million, including \$12 million of net realized investment gains, in the 2002 first quarter, primarily related to the increase in operating income, offset by lower after-tax realized investment gains. Operating income was \$254 million in the first quarter of 2003 compared to \$209 million in the first quarter of 2002. The 22% increase in 2003 reflects a \$39 million DRD tax benefit, higher investment income and favorable business volumes and fees, partially offset by volume related insurance benefits and interest credited and higher DAC amortization. The DRD tax benefit was the primary driver which reduced the effective tax rate from 30% in the prior year quarter to 11% in the current year quarter.

Net investment income (NII) increased \$68 million to \$686 million for the first quarter of 2003 from \$618 million in the first quarter of 2002. This increase was driven by a larger invested asset base from increased business volumes, which helped offset deterioration in fixed income yields. Equity investment returns also contributed to the NII growth as a result of risk arbitrage activity in the Company's trading portfolio. NII also included an increase of \$25 million in dividends from Citigroup Series YYY Preferred Stock, representing a full quarter of dividends versus one month of dividends in 2002, because the Series YYY Preferred Stock was contributed to the Company late in the first quarter of 2002.

The following table shows net written premiums and deposits by product type for each of the quarters ended March 31, 2003 and 2002. The majority of the annuity business and a substantial portion of the life business written by TLA are accounted for as investment contracts, such that the premiums are considered deposits and are not included in revenues. Total premiums and deposits are a non-GAAP measure, which the Company believes is a more appropriate indicator of insurance production.

IN MILLIONS OF DOLLARS	2003			2002		
	Premiums	Deposits	Total	Premiums	Deposits	Total
Individual annuities						
Fixed	\$ --	\$ 139	\$ 139	\$ --	\$ 376	\$ 376
Variable	--	803	803	--	1,094	1,094
Individual payout	10	10	20	6	7	13
	-----	-----	-----	-----	-----	-----
Total individual annuities	10	952	962	6	1,477	1,483
GICs and other annuities	117	1,994	2,111	84	1,441	1,525
Individual life insurance:						
Direct periodic premiums & deposits	33	176	209	33	200	233
Single premium deposits	--	49	49	--	76	76
Reinsurance	(7)	(23)	(30)	(6)	(20)	(26)
	-----	-----	-----	-----	-----	-----
Total individual life insurance	26	202	228	27	256	283
Other	8	--	8	9	--	9
	-----	-----	-----	-----	-----	-----
Total	\$ 161	\$ 3,148	\$ 3,309	\$ 126	\$ 3,174	\$ 3,300
	=====	=====	=====	=====	=====	=====

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES

Individual annuity net written premiums and deposits of \$962 million in the first quarter of 2003 decreased 33% from \$1.5 billion in the first quarter of 2002, reflecting a decline in fixed annuity sales due to competitive pressures and variable annuity sales due to current equity market conditions. Individual annuity account balances were \$27.4 billion at March 31, 2003, and \$29.5 billion at March 31, 2002, reflecting strong declines in market values of variable annuity investments over the past year, partially offset by good in-force retention.

Group Annuity net written premiums and deposits (excluding Citigroup's employee pension plan deposits) of \$2.1 billion in the first quarter of 2003 were up 40% from \$1.5 billion in the comparable period of 2002, which reflects an \$800 million sale of a funding agreement in the first quarter of 2003, partially offset by lower variable rate guaranteed investment contract (GIC) sales due to competitive pressures. Group Annuity account balances and benefits reserves reached \$23.4 billion at March 31, 2003, up 10% from \$21.3 billion at March 31, 2002. This volume growth reflects 2003 first quarter fixed GIC production and continued strong retention in all products.

Net written premiums and deposits for the life insurance business were \$228 million in the first quarter of 2003, down 19% from \$283 million in the comparable period of 2002, driven by weaker single premium sales, lower direct periodic premiums and deposits and lower COLI renewals. Life insurance in force was \$83.5 billion at March 31, 2003, up from \$82.3 billion at December 31, 2002.

In the first quarter of 2003, TLA operating expenses increased 86% from the prior year quarter primarily due to volume-related insurance expenses, and an increase of \$45 million in DAC amortization. During the first quarter of 2002, TLA had a one-time decrease in DAC amortization of \$22 million related to changes in the underlying lapse and interest rate assumptions in the individual annuity business. Amortization expense has increased since then due to a higher amortization rate resulting from the decrease in market value of individual annuity account balances. The amortization of capitalized DAC is a significant component of TLA expenses. TLA's recording of DAC varies based upon product type. DAC for deferred annuities, both fixed and variable, and payout annuities employs a level yield methodology. DAC for universal life (UL) and COLI are amortized in relation to estimated gross profits, with traditional life, including term insurance and other products amortized in relation to anticipated premiums.

PRIMERICA LIFE INSURANCE

FOR THE THREE MONTHS ENDED MARCH 31,	2003	2002
	----	----
(\$ in millions)		
Revenues	\$412	\$400
Insurance benefits	136	134
Operating expenses	114	114
	----	----
Income before taxes	162	152
Income taxes	55	52
	----	----
Net income	\$107	\$100
	====	====

The Primerica Life Insurance business segment offers individual life products, primarily term insurance, to customers through a sales force of approximately 108,000 agents. A great majority of the domestic licensed sales force works on a part-time basis.

Net income of \$107 million in the first quarter of 2003 increased 7% from \$100 million. Included in net income are realized investment gains of \$2 million and \$5 million in the first quarter of 2003 and 2002, respectively. Operating income, which excludes realized investment gains or losses, and which is a non-GAAP measure, was \$105 million in the first quarter of 2003 compared to \$95 million in the first quarter of 2002. The 11% improvement in 2003 reflects growth in life insurance in force.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES

Total life insurance in force reached \$474.4 billion at March 31, 2003, up from \$466.8 billion at December 31, 2002, reflecting good in-force policy retention and higher volume of sales. The face amount of new term life insurance sales was \$19.0 billion for the three-month period ended March 31, 2003, compared to \$18.3 billion for the prior year period.

NII increased 7% to \$78 million in the first quarter of 2003 from the prior year quarter, primarily related to a larger invested asset base.

The amortization of capitalized DAC, which increased from \$52 million in the first quarter of 2002 to \$56 million in the first quarter of 2003, is a significant component of Primerica Life's expenses. All of Primerica Life's DAC is associated with term insurance products, which are amortized in relation to anticipated premiums. Amortized DAC has remained level as a percentage of direct premiums. The increase in the amount of amortization over 2002 is associated with growth in sales and in-force business.

Earned premiums net of reinsurance were \$307 million in the first quarter of 2003 compared to \$294 million in the prior year period, including \$292 million and \$279 million, respectively, for Primerica Life individual term life policies.

INSURANCE REGULATIONS

Risk-based capital requirements are used as minimum capital requirements by the National Association of Insurance Commissioners and the states to identify companies that merit further regulatory action. At December 31, 2002, the Company had adjusted capital in excess of amounts requiring any regulatory action.

The Company is subject to various regulatory restrictions that limit the maximum amount of dividends available to be paid to its parent without prior approval of insurance regulatory authorities in the state of domicile. A maximum of \$966 million is available by the end of 2003 for such dividends without prior approval of the State of Connecticut Insurance Department, depending upon the amount and timing of the payments. TLAC may not pay a dividend to TIC without such approval. Primerica Life may pay up to \$148 million to TIC without prior approval of the Massachusetts Insurance Department. The Company paid \$64 million and \$271 million in dividends to its parent during the three months ended March 31, 2003 and 2002, respectively.

FUTURE APPLICATIONS OF ACCOUNTING STANDARDS

See Note 2 of Notes to Condensed Consolidated Financial Statements for a discussion of recently issued accounting pronouncements.

FORWARD-LOOKING STATEMENTS

Certain of the statements contained herein that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. The Company's actual results may differ materially from those included in the forward-looking statements. Forward-looking statements are typically identified by the words "believe," "expect," "anticipate," "intend," "estimate," "may increase," "may fluctuate," and similar expressions, or future or conditional verbs such as "will," "should," "would," and "could." These forward-looking statements involve risks and uncertainties including, but not limited to, regulatory matters, and the resolution of legal proceedings.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-14 (c) and 15d-14 (c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's reports filed or submitted under the Exchange Act.

CHANGES IN INTERNAL CONTROLS

Since the Evaluation Date, there have not been any significant changes in the Company's internal controls or in other factors that could significantly affect such controls.

THE TRAVELERS INSURANCE COMPANY AND SUBSIDIARIES

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
3.01	Charter of The Travelers Insurance Company (the "Company"), as effective October 19, 1994, incorporated by reference to Exhibit 3.01 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1994 (File No. 33-33691) (the "Company's September 30, 1994 10-Q").
3.02	By-laws of the Company, as effective October 20, 1994, incorporated by reference to Exhibit 3.02 to the Company's September 30, 1994 10-Q.
99.01+	Certification Pursuant to 18 U.S.C. Section 1350.

(B) REPORTS ON FORM 8-K

None

- -----
+Filed herewith

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 TRAVELERS INSURANCE COMPANY
(Registrant)

Date May 15, 2003

/s/ Glenn D. Lamme

Glenn D. Lamme
Executive Vice President, Chief Financial
Officer and Chief Accounting Officer
(Principal Financial Officer and
Principal Accounting Officer)

CERTIFICATIONS

I, Glenn D. Lamme, Chief Financial Officer of The Travelers Insurance Company, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Travelers Insurance Company;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 quarterly 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 quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

CERTIFICATIONS
(continued)

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 quarterly 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 May 15, 2003

/s/ Glenn D. Lamme

Glenn D. Lamme
Chief Financial Officer

I, George C. Kokulis, Chief Executive Officer of The Travelers Insurance Company, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Travelers Insurance Company;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 quarterly report is being prepared;

CERTIFICATIONS
(continued)

- 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 quarterly report (the "Evaluation Date"); and
- c) presented in this quarterly 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 quarterly 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 May 15, 2003

/s/ George C. Kokulis

George C. Kokulis
Chief Executive Officer

CERTIFICATION OF CEO AND CFO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of The Travelers Insurance Company (the "Company") for the quarterly period ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), George C. Kokulis, as Chief Executive Officer of the Company, and Glenn D. Lammy, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ George C. Kokulis

George C. Kokulis
Chief Executive Officer

May 15, 2003

/s/ Glenn D. Lammy

Glenn D. Lammy
Chief Financial Officer

May 15, 2003

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.