State Auto Financial CORP Form 4 May 05, 2014

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

Baker Robert Ellison

(First)

(Middle)

1310 GLEN CEDARS DRIVE

(Street)

05/02/2014

MABLETON, GA 30126

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(City) (State) (Zip) 2. Issuer Name and Ticker or Trading

Symbol

State Auto Financial CORP [STFC]

3. Date of Earliest Transaction

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8) (Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of

Person

Issuer

below)

X Director

Applicable Line)

Officer (give title

Securities Beneficially Owned

Following Reported

Transaction(s) (Instr. 3 and 4)

> SEC 1474 (9-02)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 8)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction of Derivative Expiration Date Code Securities

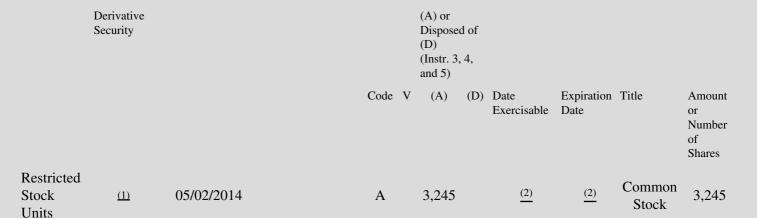
Acquired

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri Secu (Inst

#### Edgar Filing: State Auto Financial CORP - Form 4



# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Baker Robert Ellison
1310 GLEN CEDARS DRIVE X
MABLETON, GA 30126

# **Signatures**

Robert E. Baker by James A. Yano, attorney in fact pursuant to a POA filed with the Commission 5-8-07

05/05/2014

\*\*Signature of Reporting Person

Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted share unit represents a right to receive one share of STFC common stock.
- (2) The Restricted Share Units become payable, in cash or common shares, at the election of the reporting person, upon the reporting person's termination of services as a director, following a 6 month vesting period.
- Includes restricted share units previously granted under Oustide Directors Restricted Share Unit Plan and restricted share units credited (3) with dividends, equivalent in value to those declared and paid on one share of STFC common stock; 109.482 shares acquired on 6/30/13; 95.754 shares acquired on 9/30/13; 95.429 shares acquired on 12/31/13 and 88.982 shares acquired on 3/31/14.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2