

PETRUCCI JOHN M  
Form 4  
January 03, 2019

**FORM 4**

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person \*  
**PETRUCCI JOHN M**

(Last) (First) (Middle)  
**518 E. BROAD STREET**  
  
(Street)

**COLUMBUS, OH 43215**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**State Auto Financial CORP [STFC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/31/2018**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Shares without Par Value | 12/31/2018                           |  | F(1)                           | 167   | \$ 34.04  | (2)  | D                                 |
| Common Shares without Par Value | 12/31/2018                           |  | F(1)                           | 334   | \$ 34.04  | (2)  | D                                 |
| Common Shares without Par Value | 12/31/2018                           |  | F(1)                           | 389   | \$ 34.04  | (2)  | D                                 |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| PETRUCCI JOHN M<br>518 E. BROAD STREET<br>COLUMBUS, OH 43215 |               |           | Senior Vice President |       |

## Signatures

/s/John M. Petrucci by Melissa A. Centers, attorney in fact pursuant to POA filed with Commission 11-16-15.

01/03/2019

\_\_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) Represents common shares surrendered by the reporting person to STFC (or disposed to the issuer thereof) for payment of tax liability incident to a prior stock award dated 3/1/2018 of common shares in which 1,404 shares vested on 12/31/18. Prior thereto, such disposition to the issuer had been approved by the STFC Compensation Committee pursuant to Rule 16b-3 (e) and is therefore exempt from the provisions of Section 16(b) of the Securities Exchange Act of 1934. The price per share of 34.04 represents the closing price of STFC's common shares on December 31, 2018. Due to this Section 16 officer's retirement on 12/31/18, the prior stock award dated 3/3/2016 of 1,091 shares fully vested on 12/31/18.

(2) Includes the following acquisitions: 69.337 shares acquired in February 2018 and 64.812 shares acquired in March 2018 as dividend reinvestment; 347.035 shares acquired in June 2018 through the State Auto Financial Employee Stock Purchase Plan; 11.163 shares acquired through restricted dividend reinvestment; and 53.981 shares acquired as DRIP reinvestment.

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