

State Auto Financial CORP
Form 4
March 10, 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yano James A

(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)

03/06/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common shares without par value	03/06/2014		A	1,783 A \$ 0	11,748.819 ⁽¹⁾ D		

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

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(9-02)

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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)
Employee Stock Option (Right to Buy) NQ	\$ 21.23	03/06/2014		A	7,561	03/06/2015 ⁽²⁾ 03/05/2024	Common Shares 7,561

Reporting Owners

Reporting Owner Name / Address	Relationships
Yano James A 518 E. BROAD STREET COLUMBUS, OH 43215	Director 10% Owner Officer Other Senior Vice President

Signatures

/s/ James A. Yano
Date: 03/10/2014

**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).

Includes the following acquisitions: A Restricted Stock Grant of 1,783 shares was issued on 3/6/14 which has a 3 year cliff vest based on service only; Includes indirect holdings by spouse of 2,276.37 shares which includes 276.37 shares acquired as dividend reinvestment.

The reporting person disclaims beneficial ownership of shares held by spouse. Also includes the following acquisitions: 33.332 shares (1) acquired in March 2013, 32.358 shares acquired in June 2013, 30.184 shares acquired in September 2013 and 30.404 shares acquired in December 2013 as dividend reinvestment; 533.052 shares acquired in June 2013 and 453.220 shares acquired in December 2013 under the STFC Employee Stock Purchase Plan; 4.127 shares acquired in March 2013, 4.034 shares acquired in June 2013, 3.574 shares acquired in September 2013 and 3.498 shares acquired in December 2013 through the State Auto Financial 401(k) plan.

(2) The options vest in three equal installments beginning on March 6, 2015.

(3) Field should be left blank, but due to a software defect, requires input.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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