

English Steven Eugene
 Form 4
 July 02, 2018

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 *
 English Steven Eugene

(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)
 06/29/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Shares without par value | 06/29/2018 | | M | | 15,302 ⁽¹⁾ A \$ 18.78 | 50,544.19 ⁽²⁾ | D |
| Common Shares without par value | 06/29/2018 | | S | | 15,302 ⁽¹⁾ D \$ 30.51 | 35,242.19 ⁽²⁾ | D |
| Common Shares without par value | 06/29/2018 | | M | | 3,632 ⁽¹⁾ A \$ 17.03 | 38,874.19 ⁽²⁾ | D |

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| | | | | | | | |
|---------------------------------|------------|---|-----------------------------|---|----------|--------------------------|---|
| Common Shares without par value | 06/29/2018 | S | <u>3,632</u> ⁽¹⁾ | D | \$ 30.9 | 35,242.19 ⁽²⁾ | D |
| Common Shares without par value | 06/29/2018 | M | <u>1,300</u> ⁽¹⁾ | A | \$ 17.03 | 36,542.19 ⁽²⁾ | D |
| Common Shares without par value | 06/29/2018 | S | <u>1,300</u> ⁽¹⁾ | D | \$ 31.14 | 35,242.19 ⁽²⁾ | D |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option Right to Buy (NQ) | \$ 18.78 | 06/29/2018 | | M | 15,302 | 03/04/2011 03/03/2020 | Common Shares 15,302 |
| Employee Stock Option Right to Buy (NQ) | \$ 17.03 | 06/29/2018 | | M | 3,632 | 03/03/2012 03/02/2021 | Common Shares 3,632 |
| Employee Stock Option Right to Buy (NQ) | \$ 17.03 | 06/29/2018 | | M | 1,300 | 03/03/2012 03/02/2021 | Common Shares 1,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| English Steven Eugene 518 E. BROAD STREET COLUMBUS, OH 43215 | | | Senior Vice President | |

Signatures

/s/Steven E. English by Melissa A. Centers, attorney in fact, pursuant to POA filed with commission on 3-7-16.

07/02/2018

__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) Transaction pursuant to reporting person's Rule 10b5-1 trading plan. See Item 8.01 of the Form 8-K filed by State Auto Financial Corporation on June 4, 2018.
- (2) Includes the following acquisition: 58.847 shares acquired in June 2018 through the STFC 401(k) Plan.

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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