

STATE AUTOMOBILE MUTUAL INSURANCE CO  
 Form 4/A  
 January 03, 2003

**FORM 4**

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

OMB APPROVAL

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**

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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

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|  |  |  |  |  |   |  |  |  |
|--|--|--|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>State Automobile Mutual Insurance Company</b> |  |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>State Auto Financial Corporation (STFC)</b>   |  |   |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/><br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/><br><input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br><b>518 E. Broad Street</b>  |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)<br><br><b>31-4316080</b> |  | 4. Statement for Month/Day/Year<br><b>01/03/02</b>                    |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (Street)<br><b>Columbus, OH 43215</b>  |  |  |  |  | 5. If Amendment, Date of Original (Month/Day/Year)<br><b>12/18/02</b> |  |  |  |
| (City) (State) (Zip)   |  |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>                  |  |   |  |  |  |

| 1. Title of Security (Instr. 3)        | 2. Trans-action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans-action Code (Instr. 8) |          | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) |            |       | 5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---------------------------------|----------|---|------------|-------|---|---|---|
|  |   |   | Code                            | V        | Amount  | (A) or (D) | Price |   |   |   |
| <b>Common Shares without par value</b> | <b>12/16/02</b>                         |   | <b>G</b>                        | <b>V</b> | <b>9,975</b>  | <b>D</b>   |       | <b>26,266,240.00<sup>(1)</sup></b>  | <b>D</b>  |   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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. Conver-sion or Exercise Price of Derivative Security | 3. Trans-action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans-action Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Owner-ship Form of Deriva-tive Security: Direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--|---------------------------------|--|---|---|--|---|---|--|
|--|---|---|--|---------------------------------|--|---|---|--|---|---|--|

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|      |   |     |     | of (D)                  |  | Date | Expira-<br>tion<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares | (Instr. 4) | (D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |
|------|---|-----|-----|-------------------------|--|------|-------------------------|-------|--|------------|--|
|      |   |     |     | (Instr.<br>3, 4 &<br>5) |  |      |                         |       |  |            |  |
| Code | V | (A) | (D) |                         |  |      |                         |       |  |            |  |
|      |   |     |     |                         |  |      |                         |       |  |            |  |

Explanation of Responses:

(1) Corrected total due to mathematical error.

By: /s/ **State Automobile Mutual Insurance Company by John R. Lowther, Secretary**

**01/03/03**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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