

PONTARELLI THOMAS  
Form 3  
February 06, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| PONTARELLI THOMAS                         |         | (Month/Day/Year)                     | CNA FINANCIAL CORP [CNA]   |  |
| (Last)                                    | (First) | (Middle)                             | 02/04/2009   |  |
| 333 S. WABASH AVE.                        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CHICAGO, IL 60604                         |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Executive Vice President   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock \$2.50 par value      | 400  | D   |  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|                                      |                           |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|--------------------------------------|---------------------------|------------|--------------|--------|----------|-------------------|---|
| Stock Appreciation Rights <u>(1)</u> | 02/04/2010 <sup>(1)</sup> | 02/04/2019 | Common Stock | 15,000 | \$ 11.51 | D                 | Â |
| Stock Appreciation Rights <u>(2)</u> | 02/06/2009 <sup>(2)</sup> | 02/06/2018 | Common Stock | 15,000 | \$ 32.54 | D                 | Â |
| Stock Appreciation Rights <u>(3)</u> | 02/07/2008 <sup>(3)</sup> | 02/07/2017 | Common Stock | 15,000 | \$ 41.86 | D                 | Â |
| Stock Appreciation Rights <u>(4)</u> | 02/08/2007 <sup>(4)</sup> | 02/08/2016 | Common Stock | 15,000 | \$ 30.98 | D                 | Â |
| Stock Options <u>(5)</u>             | 02/09/2006 <sup>(5)</sup> | 02/09/2015 | Common Stock | 7,500  | \$ 27.27 | D                 | Â |
| Stock Options <u>(6)</u>             | 04/28/2005 <sup>(6)</sup> | 04/28/2014 | Common Stock | 7,500  | \$ 26.27 | D                 | Â |
| Stock Options <u>(7)</u>             | 05/07/2004 <sup>(7)</sup> | 05/07/2013 | Common Stock | 3,750  | \$ 24.69 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| PONTARELLI THOMAS<br>333 S. WABASH AVE.<br>CHICAGO, IL 60604 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Thomas  
Pontarelli

02/04/2009

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 4, 2010.
- (2) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 6, 2009.
- (3) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 7, 2008.
- (4) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 8, 2007.
- (5) The stock options paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 9, 2006.
- (6)

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The stock options paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing April 28, 2005.

- (7) The stock options paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing May 7, 2004.

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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