

Edgar Filing: State Auto Financial CORP - Form 4

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 Owned Following Transaction (Instr. 5)
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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.

03/16/2017

__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) Includes the following acquisitions: 60,221 shares acquired in March 2016, 63,769 shares acquired in June 2016, 58,762 shares acquired in September 2016 and 51,636 shares acquired in December 2016 under the STFC Dividend Reinvestment Plan; 539,950 shares acquired in June 2016 and 514,339 shares acquired in December 2016 through the State Auto Financial Corp. Employee Stock Purchase Plan; 45,063, 42,513 and 39,439 shares acquired in 2016 as Restricted Reinvestment.

(2) 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 of 2,572 common shares which vested on March 6, 2017. Prior thereto, such disposition to the issuer had been approved by the STFC Compensation Committee pursuant to Rule 16-b-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 \$27.18 represents the closing price of STFC's common shares on March 6, 2017.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.