

RESTREPO ROBERT P JR
Form 4
March 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RESTREPO ROBERT P JR

2. Issuer Name and Ticker or Trading Symbol
State Auto Financial CORP [STFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

518 E. BROAD STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, CEO

COLUMBUS, OH 43215

(City) (State) (Zip)

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

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 Price | | |
| Common Shares without Par Value | 03/04/2013 | | P | | 100 A \$ 16.88 | 93,605.017 | D |
| Common Shares without Par Value | 03/04/2013 | | P | | 35 A \$ 16.98 | 93,640.017 | D |
| Common Shares without Par Value | 03/04/2013 | | P | | 100 A \$ 16.982 | 93,740.017 | D |

Edgar Filing: RESTREPO ROBERT P JR - Form 4

| | | | | | | | |
|---------------------------------|------------|-------------|-------|---|-------------------------------|------------|---|
| Common Shares without Par Value | 03/04/2013 | P | 407 | A | \$ 17 | 94,147.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 300 | A | \$ 17.01 | 94,447.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 445 | A | \$ 17.02 | 94,892.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 100 | A | \$ 17.023 | 94,992.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 355 | A | \$ 17.03 | 95,347.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 100 | A | \$ 17.037 | 95,447.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 265 | A | \$ 17.04 | 95,712.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 100 | A | \$ 17.041 | 95,812.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 100 | A | \$ 17.048 | 95,912.017 | D |
| Common Shares without Par Value | 03/04/2013 | P | 700 | A | \$ 17.05 | 96,612.017 | D |
| Common Shares without Par Value | 03/04/2013 | <u>F(1)</u> | 5,706 | D | \$ <u>16.79</u> <u>(1)</u> | 90,906.017 | D |

Edgar Filing: RESTREPO ROBERT P JR - Form 4

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

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

SEC 1474
(9-02)

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 Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RESTREPO ROBERT P JR 518 E. BROAD STREET COLUMBUS, OH 43215 | X | | Chairman, President, CEO | |

Signatures

/s/Robert P. Restrepo, Jr. by James A. Yano, attorney in fact pursuant to POA filed with Commission 5/7/07.

03/06/2013

__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).
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 17,180 common shares which vested on March 4, 2013. Prior thereto, such disposition to the issuer had (1) been approved by the STFC Compensation Committee pursuant to Rule 16b-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 \$16.79 represents the closing price of STFC's common shares on March 1, 2013, the last trading day prior to the vesting date.

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.