

RESTREPO ROBERT P JR
Form 4
March 06, 2013

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 *
RESTREPO ROBERT P JR

(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)
03/04/2013

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)
Chairman, President, CEO

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	(D)	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

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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

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

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(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. 6)
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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.