

LAROCCO MICHAEL
Form 4
March 02, 2018

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 *
LAROCCO MICHAEL

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)
03/01/2018

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

COLUMBUS, OH 43215

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

(City) (State) (Zip)

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 | 03/01/2018 | | A | | 8,363 | A | \$ 27.65 |
| | | | | | 49,531.68 ⁽¹⁾ | D | |
| Common Shares withou Par Value | 03/01/2018 | | A | | 20,000 | A | \$ 0 |
| | | | | | 69,531.68 ⁽²⁾ | D | |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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. 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 |
| LAROCCO MICHAEL 518 E. BROAD STREET COLUMBUS, OH 43215 | X | | President, CEO | |

Signatures

/s/Michael E.LaRocco by Melissa A.Centers, attorney in fact pursuant to POA filed with Commission 2/23/16.

03/02/2018

__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).

- Includes the following acquisitions: A restricted Stock Grant of 8,363 shares was issued on 3/1/18 which vest over a three year period, with 1/3 vesting each year on December 31. Also includes the following acquisitions: 346,583 shares acquired in December 2017 through the Employee Stock Purchase Plan; 39,388 shares acquired in September 2017 and 35,884 shares acquired in December 2017 through the State Auto Financial 401(k) Plan; 119,6277 and 111,4375 shares acquired through Restricted Dividend Reinvestment; 325,663 shares acquired through Broker as dividend reinvestment.
- (1) Includes the following acquisitions: A restricted Stock Grant of 8,363 shares was issued on 3/1/18 which vest over a three year period, with 1/3 vesting each year on December 31. Also includes the following acquisitions: 346,583 shares acquired in December 2017 through the Employee Stock Purchase Plan; 39,388 shares acquired in September 2017 and 35,884 shares acquired in December 2017 through the State Auto Financial 401(k) Plan; 119,6277 and 111,4375 shares acquired through Restricted Dividend Reinvestment; 325,663 shares acquired through Broker as dividend reinvestment.
- (2) Includes the following acquisitions: A Deferred Stock Unit Award of 20,000 shares was issued on 3/1/18 which vest over a 3 year period, with 1/3 vesting each year on the anniversary of the grant date.

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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