

STATE AUTO FINANCIAL CORP
Form 4
July 19, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
JOHNSTON STEVEN J

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)
05/10/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Shares without par value | 05/10/2005 | | A ⁽¹⁾ | 0 | A | \$ 0 | 44,410.787 ⁽³⁾ D |
| Common Shares without par value | 07/01/2005 | | G | V | 9.985 | A | \$ 0 44,420.772 ⁽³⁾ D |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) NQ | \$ 26.45 | 05/10/2005 | | A | 11,123 | 05/10/2006 ⁽²⁾ 05/09/2015 | Common shares | 11,123 |
| Employee Stock Option (Right to Buy) ISO | \$ 26.45 | 05/10/2005 | | A | 3,377 | 05/10/2006 ⁽²⁾ 05/09/2015 | Common Shares | 3,377 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSTON STEVEN J 518 E. BROAD STREET COLUMBUS, OH 43215 | | | Senior Vice President | |

Signatures

Steven J. Johnston by John R. Lowther, attorney in fact pursuant to POA filed with Commission 11-10-94

07/18/2005

__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) field should be left blank, but due to a software defect, requires input.
- (2) The options vest in three equal annual installments beginning on May 10, 2006.
- (3)

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Includes the following acquisitions: 30.819 shares acquired in March, 2005 and 27.136 shares acquired in June, 2005 under the dividend reinvestment feature of the STFC Employee Stock Purchase Plan; 0.406 shares acquired in March, 2005 and 0.35 shares acquired in June, 2005 under the STFC Dividend Reinvestment Plan; 394.982 shares acquired in May, 2005 through the State Auto Financial Corporation Employee Stock Purchase Plan.

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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