

STATE AUTO FINANCIAL CORP  
Form 4  
July 19, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Shares without par value | 05/10/2005                           |  | A <sup>(1)</sup>               | 0   | A \$ 0  | 44,410.787 <sup>(3)</sup>                                | D                                 |
| Common Shares without par value | 07/01/2005                           |  | G                              | V 9.985   | A \$ 0  | 44,420.772 <sup>(3)</sup>                                | 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 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 <sup>(2)</sup> 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 <sup>(2)</sup> 05/09/2015                     | Common Shares   | 3,377                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| JOHNSTON STEVEN J<br>518 E. BROAD STREET<br>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)

## Edgar Filing: STATE AUTO FINANCIAL CORP - Form 4

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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