

CENTERS MELISSA A
Form 4
January 02, 2019

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 *
CENTERS MELISSA A

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)
12/31/2018

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Commons Shares without Par Value	12/31/2018		F ⁽¹⁾		892 D \$ 34.04	15,587.006 ⁽²⁾	D
Common Shares without Par Value	12/31/2018		F ⁽¹⁾		239 D \$ 34.04	15,348.006 ⁽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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENTERS MELISSA A 518 E. BROAD STREET COLUMBUS, OH 43215			Senior Vice President	

Signatures

/s/Melissa A.
Centers

01/02/2019

**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 prior stock awards of 2,006 and 10,000 common shares in which 668 shares out of the 2,006 shares vested on 12/31/18; and

(1) 2,500 shares out of the 10,000 shares vested on 12/31/18. Prior thereto, such disposition to the issuer had 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 34.04 represents the closing price of STFC's common shares on December 31, 2018.

(2) Includes the following acquisitions: 9,484 shares acquired in March, 2018; 8,602 shares acquired in June, 2018; 10,314 shares acquired in September 2018; and 9,449 shares acquired in December 2018 as dividend reinvestment. Also includes 458,766 shares acquired in June, 2018 under the STFC Employee Stock Purchase Plan. Also includes 4,149 shares acquired in March 2018 and 4.03 shares acquired in June 2018 as Restricted Dividend Reinvestment.

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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