

State Auto Financial CORP
 Form 4
 February 26, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
DANTONI DAVID J

(Last) (First) (Middle)
 15821 SAVONA WAY
 (Street)

NAPLES, FL 34110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
State Auto Financial CORP [STFC]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/25/2009

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)

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) or Price (A) | | |
| Common Shares without par value | 02/25/2009 | | M | | 1,000 A \$ 12 | 47,822.983 (2) | D |
| Common Shares without par value | 02/25/2009 | | S | | 53 D \$ 17.1401 | 47,769.983 (2) | D |
| Common Shares without par value | 02/25/2009 | | S | | 117 D \$ 17.1601 | 47,652.983 (2) | D |

Edgar Filing: State Auto Financial CORP - Form 4

| | | | | | | | |
|---------------------------------|------------|---|-----|---|------------|-------------------|---|
| Common Shares without par value | 02/25/2009 | S | 300 | D | \$ 17.1701 | 47,352.983 (2) | D |
| Common Shares without par value | 02/25/2009 | S | 200 | D | \$ 17.1901 | 47,152.983 (2) | D |
| Common Shares without par value | 02/25/2009 | S | 18 | D | \$ 17.2601 | 47,134.983 (2) | D |
| Common Shares without par value | 02/25/2009 | S | 36 | D | \$ 17.2701 | 47,098.983 (2) | D |
| Common Shares without par value | 02/25/2009 | S | 100 | D | \$ 17.3201 | 46,998.983 (2) | D |
| Common Shares without par value | 02/25/2009 | S | 24 | D | \$ 17.34 | 46,974.983 (2) | D |
| Common Shares without par value | 02/25/2009 | S | 53 | D | \$ 17.3401 | 46,921.983 (2) | D |
| Common Shares without par value | 02/25/2009 | S | 99 | D | \$ 17.38 | 46,822.983 (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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------|

Edgar Filing: State Auto Financial CORP - Form 4

| | Code | V | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---|------|---|--------------------------------|------------|---------------------|--------------------|------------|--|-------|
| | | | (A) | (D) | | | | | |
| Director Stock Option (Right to Buy) NQ | | | \$ 12 | 02/25/2009 | M | 05/27/2000 | 05/26/2009 | Common Shares | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DANTONI DAVID J 15821 SAVONA WAY NAPLES, FL 34110 | | X | | |

Signatures

David J. D'Antoni by James A. Yano, attorney in fact pursuant to a POA filed with the Commission on 5-4-07 02/26/2009

__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.
Includes indirect holdings by spouse of 12,000 shares. Includes restricted share units (RSU's) credited with dividends, equivalent in value to those declared and paid on one share of STFC common stock; 35.558 acquired on 6/30/08; 28.202 acquired on 9/30/08; 30.703 acquired on 12/31/08.

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.