

State Auto Financial CORP  
 Form 4  
 March 09, 2009

**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 \*  
 English Steven Eugene

(Last) (First) (Middle)  
 518 E. BROAD STREET  
 (Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/15/2008

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)  
 Vice President

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 | 12/15/2008                           |                                                    | A <sup>(4)</sup>               | 5 <sup>(4)</sup>                                                  | A                                                                                             | \$ 0                                                     | 3,090.297 <sup>(3)</sup>          | D |

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

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option (Right to Buy) NQ    | \$ 14.49                                               | 03/05/2009                           |                                                    | A                              | 12,025                                                                                  | 03/05/2010 <sup>(1)</sup> 03/04/2019                     | Common Shares 12,0                                          |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                |       |
|--------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                    | Director      | 10% Owner | Officer        | Other |
| English Steven Eugene<br>518 E. BROAD STREET<br>COLUMBUS, OH 43215 |               |           | Vice President |       |

## Signatures

Steven E. English by James A. Yano, attorney in fact pursuant to POA filed with commission 5-7-07.

03/09/2009

\_\_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) The options vest in three equal annual installments beginning on March 5, 2010.

(2) Field should be left blank, but due to a software defect, requires input.

(3) Includes the following acquisitions: 8.696 shares acquired in March 2008 and 12.599 shares acquired in June 2008 under the dividend reinvestment feature of the STFC Employee Stock Purchase Plan; 0.227 shares acquired in March 2008 and 0.271 shares acquired in June 2008 under the STFC Dividend Reinvestment Plan; and 357.720 shares acquired in May 2008 and 509.362 shares acquired in November 2008 through the State Auto Financial Corp. Employee Stock Purchase Plan.

(4) Transaction reflects an annual stock bonus award made to the reporting person and to all full time employees of the Issuer.

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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