

RESTREPO ROBERT P JR
Form 4/A
March 05, 2009

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 *
RESTREPO ROBERT P JR

(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)
03/04/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares without par value | 12/15/2008 | | A | 5 | A \$ 0 | 12,368.591 (2) | D |
| Common shares without par value | 03/02/2009 | | F(1) | 3,354 | D \$ 15.98 (1) | 9,014.591 (2) | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RESTREPO ROBERT P JR 518 E. BROAD STREET COLUMBUS, OH 43215 | X | | Chairman, President, CEO | |

Signatures

/s/Robert P. Restrepo, Jr. by James A. Yano, attorney in fact pursuant to POA filed with Commission 5/7/07.

03/05/2009

__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) On March 2, 2006, Robert P. Restrepo, Jr. was awarded 10,500 common shares of STFC in connection with the commencement of his employment, which common shares were subject to restrictions on transfer and a risk of forfeiture if Mr. Restrepo's employment was terminated for any reason prior to March 2, 2009. On March 2, 2009, the restrictions on transfer and risk of forfeiture lapsed, and the 10,500 common shares became fully vested in Mr. Restrepo. In connection with such vesting, STFC withheld a total of 3,354 of these restricted shares to satisfy Mr. Restrepo's tax withholding obligations with respect to the vesting of the restricted shares. The purchase price of \$15.98 was determined by the close price of STFC stock on March 2, 2009.

(2) Includes the following acquisitions: 0.052 shares acquired in March 2008 and 0.062 shares acquired in June 2008 under the STFC Dividend Reinvestment Plan; 4.431 shares acquired in March 2008 and 10.714 shares acquired in June 2008 under the dividend reinvestment feature of the STFC Employee Stock Purchase Plan ; also includes 881.982 shares acquired in May 2008 and 89.739 shares acquired in November 2008 through the STFC Employee Stock Purchase Plan; Also includes 7.327 shares acquired in December 2008 as 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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