

Garland Kim Burton
Form 4/A
March 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Garland Kim Burton

(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)
09/02/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares without par value	09/02/2016		P	(A) or (D) A	1,804.08 (1) \$ 23.53 (2)	D	
Common Shares without par value	03/01/2018		A	(A) or (D) A	3,171 (3) \$ 0	D	
Common Shares without par value	03/01/2018		A	(A) or (D) A	10,000 (4) \$ 0	D	

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

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(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 (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 Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garland Kim Burton 518 E. BROAD STREET COLUMBUS, OH 43215			Senior Vice President	

Signatures

/s/Kim Burton Garland by Melissa A. Centers, attorney in fact pursuant to POA filed with the Commission on 11/16/15.

03/05/2018

__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) Represents shares acquired on 9/2/16 through an exchange into STFC stock in the State Auto Non-qualified Deferred Comp Plan.
Includes the following acquisitions: 615.643 shares acquired on 6/30/17 and 330.145 shares acquired on 12/31/17 through the State Auto Financial Employee Stock Purchase Plan; includes 298.282 shares acquired through Broker as Reinvested shares; and 96.347 shares acquired as Restricted Dividend Reinvestment. Also includes 1,148.283 shares acquired through the State Auto Financial 401(k) plan; and 10,185.361 shares acquired through the State Auto Non-qualified Deferred Comp Plan.
- (3) Represents a Restricted Stock Grant of 3,171 shares issued on 3/1/18, which has a time-based vesting over a 3 year period, with 1/3 vesting each year on December 31.
- (4)

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Represents a Restricted Stock Grant of 10,000 shares issued on 3/1/18, which has a time-based vesting over a 4 year period, with 1/4 vesting each year on December 31.

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.