

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**  
SEC Accession No. [0000874977-13-000004](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**Fitch Clyde Howard Jr**

CIK: **1418074**

Type: **4** | Act: **34** | File No.: **000-19289** | Film No.: **13660219**

Mailing Address

*518 EAST BROAD STREET  
COLUMBUS OH 43215*

### ISSUER

**State Auto Financial CORP**

CIK: **874977** | IRS No.: **311324304** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
SIC: **6331** Fire, marine & casualty insurance

Mailing Address

*518 EAST BROAD STREET  
COLUMBUS OH 43215*

Business Address

*518 EAST BROAD STREET  
COLUMBUS OH 43215  
6144645000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Fitch Clyde Howard Jr</b>			2. Issuer Name and Ticker or Trading Symbol <b>State Auto Financial CORP [STFC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Sales Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
518 E. BROAD STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)			COLUMBUS, OH 43215					
(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	(A) or (D)	Price			
Common Shares without par value	02/28/2013		A		0	A	\$ 0	14,505.012 <sup>(1)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy) NQ	\$16.8	02/28/2013		A		25,335		02/28/2014 <sup>(2)</sup>	02/27/2023	Common Stock	25,335	\$ 0 <sup>(3)</sup>	25,335	D	

**Explanation of Responses:**

- Includes the following acquisitions: 118,122 shares acquired in September 2012 and 91,497 shares acquired in December 2012 under the STFC Dividend Reinvestment Plan; 98,000 shares acquired in December 2012 under the STFC Restricted Reinvestment Plan; and 854,062 shares acquired in December 2012 through the STFC Employee Stock Purchase Plan.
- The options vest in three equal annual installments beginning on February 28, 2014.
- Field should be left blank, but due to a software defect, requires input.

**Signatures**

Clyde H. Fitch, Jr. by James A. Yano, attorney in fact pursuant to a POA filed with the Commission on 11-13-07.

03/04/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**