

POWELL CYNTHIA A
Form 4
September 07, 2007

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 *
POWELL CYNTHIA A

(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)
09/06/2007

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 | (A) or (D) | Price |
| Common Shares without par value | 09/06/2007 | | M | | 1,500 | A | \$ 17 |
| Common Shares without par value | 09/06/2007 | | M | | 1,500 | A | \$ 17 |
| Common Shares without par value | 09/06/2007 | | S | | 600 | D | \$ 30.4 |

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| | | | | | | | |
|---------------------------------|------------|---|-----|---|----------|---------------------------|---|
| Common Shares without par value | 09/06/2007 | S | 300 | D | \$ 30.39 | 10,816.545 ⁽¹⁾ | D |
| Common Shares without par value | 09/06/2007 | S | 400 | D | \$ 30.36 | 10,416.545 ⁽¹⁾ | D |
| Common Shares without par value | 09/06/2007 | S | 200 | D | \$ 30.35 | 10,216.545 ⁽¹⁾ | D |
| Common Shares without par value | 09/06/2007 | S | 709 | D | \$ 30.39 | 9,507.545 ⁽¹⁾ | D |
| Common Shares without par value | 09/06/2007 | S | 123 | D | \$ 30.4 | 9,384.545 ⁽¹⁾ | D |
| Common Shares without par value | 09/06/2007 | S | 600 | D | \$ 30.41 | 8,784.545 ⁽¹⁾ | D |
| Common Shares without par value | 09/06/2007 | S | 68 | D | \$ 30.42 | 8,716.545 ⁽¹⁾ | 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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Title |

| | | | | | | Expiration Date | | Amount or Number of Shares |
|--|-------|------------|---|-------|---------------------------|-----------------|---------------|----------------------------|
| Employee Stock Option (Right to Buy) ISO | \$ 17 | 09/06/2007 | M | 1,500 | 02/13/1999 ⁽¹⁾ | 02/12/2008 | Common Shares | 1,500 |
| Employee Stock Option (Right to Buy) NQ | \$ 17 | 09/06/2007 | M | 1,500 | 02/13/1999 | 02/12/2008 | Common Shares | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| POWELL CYNTHIA A 518 E. BROAD STREET COLUMBUS, OH 43215 | | | Vice President | |

Signatures

Cynthia A. Powell by James A. Yano, attorney in fact pursuant to POA filed with commission 05/07/07.

09/07/2007

__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) Includes the following acquisitions: 233.412 shares acquired in May 2007 through the State Auto Financial Corporation Employee Stock Purchase Plan; 24.209 shares acquired in June 2007 under the dividend reinvestment feature of the STFC Employee Stock Purchase Plan; and 0.753 shares acquired in June 2007 under the STFC Dividend Reinvestment Plan; 2.75 shares acquired in June 2007 under State Auto Fin CP Reinvestment.

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

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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