

JOHNSTON STEVEN J
Form 4
February 06, 2003

FORM 4

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

OMB APPROVAL

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

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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

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| 1. Name and Address of Reporting Person* Johnston, Steven J. (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 Corporation (STFC) | | | | 6. 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) Senior Vice President, Treasurer & CFO | | |
|--|--------------------------------------|--|---|---|-------|--|---|--|-----------------------------------|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 02/06/03 | | | 7. 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 | | | |
| | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | | | |
| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Shares without par value | 02/04/03 | | P | | 2,800 | A | 4.42 | 31,827.184 ⁽²⁾ | D |

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).

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FORM 4 (continued) 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 (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported | 10. Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|--|--|

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| | | Year) | Disposed of (D) (Instr. 3, 4 & 5) | | | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) |
|---|------|----------|--------------------------------------|---|-------|----------|-------------------|------------------|-------|----------------------------|---------------------------|---------------------------------------|
| | | | Code | V | (A) | (D) | | | | | | |
| Employee Stock Option (Right to Buy) NQ | 4.42 | 02/04/03 | M | | 2,800 | 03/02/94 | 03/01/03 | Common Shares | 6,600 | 0 | D | |

Explanation of Responses:

- (1) signed pursuant to Power of Attorney filed with the Commission on November 10, 1994.
- (2) Includes the following acquisitions: 16.947 shares acquired in Dec. 2002 through the STFC 401(k) Stock Purchase Plan; 35.626 shares acquired in Dec. 2002 under the dividend reinvestment feature of the State Auto Financial Corporation Employee Stock Purchase Plan; and 0.487 shares acquired in Dec. 2002 under the STFC dividend reinvestment plan.

By: /s/ **Steven J. Johnston by John R. Lowther, attorney in fact⁽¹⁾** **02/06/03**
Date

**Signature of Reporting Person

**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.

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