

STATE AUTO FINANCIAL CORP
Form 4
January 13, 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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* Lowther, John R. (Last) (First) (Middle) | | | 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, Secretary & General Counsel | | |
| 518 E. Broad Street (Street) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 01/13/03 | | |
| Columbus, OH 43215 (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 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 | | |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|--|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares without par value | 01-10-03 | | M | | 6,750.00 | A | 4.42 | 39,313.802 ⁽¹⁾ | D | |
| Common Shares without par value | 01-10-03 | | F | | 3,777.00 | D | 16.73 | 35,536.802 | D | |
| Common Shares without par value | | | | | | | | 9,011.000 | I | Spouse |

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 | 2. Conversion or | 3. Transaction | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Natur of Indirec |
|------------------------|------------------|----------------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|----------------------|
|------------------------|------------------|----------------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|----------------------|

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| Security (Instr. 3) | Exercise Price of Derivative Security | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Action Code (Instr. 8) | of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | Date (Month/Day/Year) | | Underlying Securities (Instr. 3 & 4) | | Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---|---------------------------------------|-----------------------|---|------------------------|---|-------|----------|-----------------------|------------------|--------------------------------------|----------------------------|---------------------|--|---|---------------------------------|
| | | | | | Code V | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) NQ | 4.42 | 01-10-03 | | M | | 6,750 | 03-01-94 | 03-01-03 | Common Shares | 6,750 | | | 0 | D | |

Explanation of Responses:

(1) Includes the following acquisitions: 23.606 shares acquired in Dec. 2002 through the Dividend Reinvestment feature of the State Auto Financial Corporation Employee Stock Purchase Plan; 0.486 shares acquired in Dec. 2002 through the STFC Dividend Reinvestment Plan.

By: /s/ **John R. Lowther**

01-13-03

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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