CNA FINANCIAL CORP

Form 4 May 14, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

KANTOR.	Symbol CNA I	Symbol CNA FINANCIAL CORP [CNA]				Issuer (Check all applicable)			
(Last) 333 S. WA	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2015				Director 10% Owner Self-width of the control of th			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  CHICAGO, IL 60604						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tal	ole I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed	of (D)  Price	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 Stock	05/12/2015		S	21,826	D	\$ 39.33 (1)	4,211	D	
Common Stock	05/13/2015		S	4,211	D	\$ 39.2 (2)	0	D	
Common Stock (3)	05/13/2015		M	30,000	A	\$ 39.21	5,103	D	
Common Stock	05/13/2015		S	5,103	D	\$ 39.03	0	D	
Common Stock (4)	05/13/2015		M	12,933	A	\$ 39.21	9,136	D	

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Common Stock 05/13/2015 S 9,136 D \$ 39.03 D

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

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SEC 1474

(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 or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Rights	\$ 32.54	05/13/2015		M	30,000	<u>(5)</u>	02/06/2018	Common Stock	30,00
Stock Appreciation Rights	\$ 11.51	05/13/2015		M	12,933	<u>(7)</u>	02/04/2019	Common Stock	12,93

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KANTOR JONATHAN D 333 S. WABASH AVE. CHICAGO, IL 60604

EVP, Gen. Counsel & Sec.

### **Signatures**

/s/ Stathy Darcy by Power of Attorney for Jonathan D. Kantor

05/14/2015

\*\*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)

Reporting Owners 2

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This transaction was executed in multiple trades at prices ranging from \$39.23 to \$39.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected

- This transaction was executed in multiple trades at prices ranging from \$39.06 to \$39.32. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected
- (3) The Reporting Person exercised 30,000 Stock Appreciation Rights and as such received a post tax net gain of 5,103 shares of the issuers common stock.
- (4) The Reporting Person exercised 12,933 Stock Appreciation Rights and as such received a post tax net gain of 9,136 shares of the issuers common stock.
- (5) As previously reported, the option became exercisable in four equal annual installments beginning on February 6, 2009.
- (6) As previously reported, the Reporting Person received the Derivative Security pursuant to a grant of stock appreciation rights at no cost.
- (7) As previously reported, the option became exercisable in four equal annual installments beginning on February 4, 2010.

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.