

CNA FINANCIAL CORP
Form 4
May 14, 2015

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 *
KANTOR JONATHAN D

(Last) (First) (Middle)
333 S. WABASH AVE.

(Street)

CHICAGO, IL 60604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CNA FINANCIAL CORP [CNA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2015

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)
EVP, Gen. Counsel & Sec.

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/12/2015		S		21,826	D	\$ 39.33 (1)
Common Stock	05/13/2015		S		4,211	D	\$ 39.20 (2)
Common Stock (3)	05/13/2015		M		30,000	A	\$ 39.21
Common Stock	05/13/2015		S		5,103	D	\$ 39.03
Common Stock (4)	05/13/2015		M		12,933	A	\$ 39.21

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Common Stock 05/13/2015 S 9,136 D \$ 39.03 0 D

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

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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)	Amount or Number of Shares
Stock Appreciation Rights	\$ 32.54	05/13/2015		M	30,000	⁽⁵⁾ 02/06/2018	Common Stock	30,000
Stock Appreciation Rights	\$ 11.51	05/13/2015		M	12,933	⁽⁷⁾ 02/04/2019	Common Stock	12,933

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)

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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

- (2) 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.

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