

STATE AUTO FINANCIAL CORP
Form 4/A
July 19, 2005

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 *
JOHNSTON STEVEN J

2. Issuer Name and Ticker or Trading Symbol
STATE AUTO FINANCIAL CORP [STFC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
518 E. BROAD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

COLUMBUS, OH 43215
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/28/2004

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	(D)	Price	
Common Shares without par value	05/27/2004		A ⁽¹⁾	0	A	\$ 0	36,363.764	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 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
Employee Stock Option (Right to Buy) NQ	\$ 30.86	05/27/2004		A V	9,542 (3)	05/27/2005 ⁽²⁾ 05/26/2014	Common shares	9,542
Employee Stock Option (Right to Buy) ISO	\$ 30.86	05/27/2004		A V	4,958 (3)	05/27/2005 ⁽²⁾ 05/26/2014	Common Shares	4,958

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON STEVEN J 518 E. BROAD STREET COLUMBUS, OH 43215			Senior Vice President	

Signatures

Steven J. Johnston by John R. Lowther, attorney in fact pursuant to POA filed with Commission 11-10-94

07/18/2005

__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) field should be left blank, but due to a software defect, requires input.
- (2) The options vest in three equal annual installments beginning on May 27, 2005.
- (3) This report is being filed as a correction to the 5/28/04 filing. While the allocation of options between Non-qualified and ISO has changed, the total number of options granted did not change.

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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