CNA FINANCIAL CORP

Form 4

February 03, 2016

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person MOTAMED THOMAS F			2. Issuer Name and Ticker or Trading Symbol CNA FINANCIAL CORP [CNA]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 333 S. WA	(First) BASH AVE.	(Middle)	3. Date of (Month/D) 02/02/20	•	ansaction			X Director X Officer (give below)	10%	Owner or (specify
CHICAGO	(Street) , IL 60604			ndment, Da hth/Day/Year	Č			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N Person	-	rson
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curitie	es Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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 (1)	02/02/2016			A	120,967	A	\$0	787,081	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
rg	Director	10% Owner	Officer	Other				
MOTAMED THOMAS F 333 S. WABASH AVE. CHICAGO, IL 60604	X		Chairman and CEO					

Signatures

Thomas F.

Motamed

**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).

Common stock represents the underlying security of restricted stock units granted to the reporting person, each restricted stock unit representing a contingent right to receive one share of CNA Financial Corporation common stock. The restricted stock units were awarded on March 18, 2015 based on performance throughout 2015 and approved for distribution on February 2, 2016 in equal installments on each of the first four anniversaries of the grant date (March 18, 2015); provided, however, that no restricted stock unit shall vest on such vesting date unless the reporting person has been continuously employed by CNA Financial Corporation from the grant date until such vesting date except as otherwise specified in award terms and employment agreement.

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.

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