

Wilson Peter W
 Form 3
 February 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Wilson Peter W | | (Month/Day/Year) | CNA FINANCIAL CORP [CNA] | |
| (Last) | (First) | (Middle) | 02/04/2009 | |
| 333 S. WABASH AVE. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, IL 60604 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Executive Vice President | |
| | | | | 6. 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 Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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| | | | | | | | |
|--|---------------------------|------------|--------------|--------|----------|---|---|
| Stock Appreciation Rights ⁽¹⁾ | 02/04/2010 ⁽¹⁾ | 02/04/2019 | Common Stock | 20,000 | \$ 11.51 | D | Â |
| Stock Appreciation Rights ⁽²⁾ | 02/06/2009 ⁽²⁾ | 02/06/2018 | Common Stock | 20,000 | \$ 32.54 | D | Â |
| Stock Appreciation Rights ⁽³⁾ | 02/07/2008 ⁽³⁾ | 02/07/2017 | Common Stock | 20,000 | \$ 41.86 | D | Â |
| Stock Appreciation Rights ⁽⁴⁾ | 02/08/2007 ⁽⁴⁾ | 02/08/2016 | Common Stock | 20,000 | \$ 30.98 | D | Â |
| Stock Options ⁽⁵⁾ | 02/09/2006 ⁽⁵⁾ | 02/09/2015 | Common Stock | 15,000 | \$ 27.27 | D | Â |
| Stock Options ⁽⁶⁾ | 04/28/2005 ⁽⁶⁾ | 04/28/2014 | Common Stock | 10,000 | \$ 26.27 | D | Â |
| Stock Options ⁽⁷⁾ | 05/07/2004 ⁽⁷⁾ | 05/07/2013 | Common Stock | 5,000 | \$ 24.69 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Peter W 333 S. WABASH AVE. CHICAGO, IL 60604 | Â | Â | Â Executive Vice President | Â |

Signatures

Peter W. Wilson 02/04/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 4, 2010.
- (2) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 6, 2009.
- (3) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 7, 2008.
- (4) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 8, 2007.
- (5) The stock options paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 9, 2006.
- (6) The stock options paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing April 28, 2005.
- (7) The stock options paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing May 7, 2004.

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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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