

CNA FINANCIAL CORP  
 Form 4  
 February 09, 2017

**FORM 4**

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

OMB APPROVAL

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**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)  
 02/07/2017

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <sup>(1)</sup>	02/07/2017		M		382 A \$ 42.4	9,869	D
Common Stock	02/07/2017		S		382 D \$ 42.65	9,487	D
Common Stock <sup>(2)</sup>	02/09/2017		M		12,431 A \$ 42.38	21,918	D
Common Stock	02/09/2017		F <sup>(3)</sup>		4,594 D \$ 42.38	17,324	D
Common Stock <sup>(4)</sup>	02/09/2017		M		2,976 A \$ 42.38	20,300	D

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Common Stock	02/09/2017	F <sup>(3)</sup>	1,100	D	\$ 42.38	19,200	D
Common Stock <sup>(5)</sup>	02/09/2017	M	2,702	A	\$ 42.38	21,902	D
Common Stock	02/09/2017	F <sup>(3)</sup>	999	D	\$ 42.38	20,903	D

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

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 41.86	02/07/2017		M	30,000	<u>(6)</u> 02/07/2017	Common Stock	30,000	
Stock Appreciation Rights	\$ 11.51	02/09/2017		M	17,067	<u>(8)</u> 02/04/2019	Common Stock	17,067	
Stock Appreciation Rights	\$ 25.56	02/09/2017		M	7,500	<u>(9)</u> 03/03/2020	Common Stock	7,500	
Stock Appreciation Rights	\$ 27.11	02/09/2017		M	7,500	<u>(10)</u> 01/28/2021	Common Stock	7,500	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANTOR JONATHAN D 333 S. WABASH AVE.			EVP, Gen. Counsel & Sec.	

CHICAGO, IL 60604

## Signatures

Jonathan D.  
Kantor

02/09/2017

\_\_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) The Reporting Person exercised 30,000 Stock Appreciation Rights and as such received a gain of 382 shares of the issuers common stock.
- (2) The Reporting Person exercised 17,067 Stock Appreciation Rights and as such received a gain of 12,431 shares of the issuers common stock.
- (3) The Company's Incentive Compensation Plan (as amended as of January 1, 2010) permits the withholding of shares of common stock to satisfy tax withholding obligations of the participants.
- (4) The Reporting Person exercised 7,500 Stock Appreciation Rights and as such received a gain of 2,976 shares of the issuers common stock.
- (5) The Reporting Person exercised 7,500 Stock Appreciation Rights and as such received a gain of 2,702 shares of the issuers common stock.
- (6) As previously reported, the Stock Appreciation Rights became exercisable in four equal annual installments beginning on February 7, 2008.
- (7) As previously reported, the Reporting Person received the Derivative Security pursuant to a grant of stock appreciation rights at no cost.
- (8) As previously reported, the Stock Appreciation Rights became exercisable in four equal annual installments beginning on February 4, 2010.
- (9) As previously reported, the Stock Appreciation Rights became exercisable in four equal annual installments beginning on March 3, 2011.
- (10) As previously reported, the Stock Appreciation Rights became exercisable in four equal annual installments beginning on January 28, 2012.

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.