## Edgar Filing: CNA FINANCIAL CORP - Form 4

CNA FINAN	ICIAL CORP											
Form 4												
January 30, 2	2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB AF	OMB APPROVAL				
	UNITED	STATES SE	CURITIE Washing				NGE C	OMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o Form 5	SEC	ANGES IN BENEFICIAL OWNERSHIP OF SECURITIES on 16(a) of the Securities Exchange Act of 1934,					Expires: Estimated a burden hour response	-				
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the Pub		Hold	ling Con	npany	Act of	1935 or Section	1			
(Print or Type F	Responses)											
MOTAMED THOMAS F Symbol			mbol	er Name <b>and</b> Ticker or Trading FINANCIAL CORP [CNA]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N		Date of Earlie				-	(Check	c all applicable	)		
				h/Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman and CEO				
				endment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
CHICAGO,	IL 60604							Form filed by M Person				
(City)	(State)	(Zip)	Table I - N	on-D	erivative	Securi	ities Acq	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code	e r. 8)	4. Securit on(A) or Di (Instr. 3, Amount	sposed	d of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	01/28/2013		F <u>(1)</u>		9,861	D	\$ 30.98	424,125	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.

 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)	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	Date	7. Title a Amount Underlyi Securitie (Instr. 3	of ing es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
		Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title N of	lumber		

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## **Reporting Owners**

Reporting Owner Name / Add	ress	Relationships							
	Director	10% Owner	Officer	Other					
MOTAMED THOMAS F 333 S. WABASH AVE. CHICAGO, IL 60604	Х		Chairman and CEO						
Signatures									
Thomas F. Motamed	01/29/2013								
<u>**</u> 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).

The Company's Incentive Compensation Plan (as amended and restated as of January 1, 2010) permits the withholding of shares of(1) common stock to satisfy tax withholding obligations of the participants upon the lapse of restrictions on those shares. As previously reported, these shares were granted to Mr. Motamed on January 28, 2011.

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.