

CNA FINANCIAL CORP
Form 4
July 11, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

07/07/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	07/07/2017		F(1)	3,183 D	\$ 48.88	51,574	D
Common Stock	07/07/2017		F(1)	12,733 D	\$ 48.88	38,841	D
Common Stock (2)	07/07/2017		A	4,830 A	\$ 0	43,671	D
Common Stock	07/07/2017		F(3)	2,490 D	\$ 48.88	41,181	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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KANTOR JONATHAN D 333 S. WABASH AVE. CHICAGO, IL 60604	EVP

Signatures

/s/ Stathy Darcy by Power of Attorney for Jonathan D.
Kantor

07/11/2017

**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).

The Company's Incentive Compensation Plan (as amended as of January 1, 2010) permits the withholding of shares of common stock to

(1) satisfy tax withholding obligations of the participants. These shares were previously reported on March 17, 2017. Due to retirement, the vesting dates were accelerated to July 7, 2017.

The Company's Incentive Compensation Plan (as amended as of January 1, 2010) provides for the issuance of CNA Financial Corporation's common stock under the Long-Term Incentive Plan based upon achievement of predetermined financial goals over a three year period. Due to retirement, for 2015-2017 performance period, Mr. Kantor was awarded 50% of target (4,830) shares of CNA Financial Corporation's common stock. The remaining target shares due, if any, will be paid in March 2018.

(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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: CNA FINANCIAL CORP - Form 4

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.