#### Edgar Filing: KANTOR JONATHAN D - Form 4

Form 4	IONATHAN D								
February 06	ЛЛ								PPROVAL
	UNITED	STATES		RITIES A Ashington			E COMMISSIO	N OMB Number:	3235-0287
Check t if no lou subject Section Form 4 Form 5 obligati	nger to 16. or Filed pu	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							January 31, 2005 average Jrs per . 0.5
may con See Inst 1(b).	ntinue. Section 17			•	•	mpany Act ny Act of 1	: of 1935 or Secti 1940	on	
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> KANTOR JONATHAN D			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	<ul> <li>CNA FINANCIAL CORP [CNA]</li> <li>3. Date of Earliest Transaction</li> </ul>			(Check all applicable)			
333 S. WABASH AVE.			(Month/Day/Year) 02/04/2009				Director 10% Owner X Officer (give title Other (specify below) below) EVP, Gen. Counsel & Corp. Sec.		
(Street)			4. If Amendment, Date Original Filed(Month/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> <li> Form filed by More than One Reporting</li> </ul>		
CHICAGO	D, IL 60604						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed	d (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Re	eport on a separate lin	e for each cl	ass of sec	urities bene	ficially ov	vned directly	or indirectly.		
					infor requ	mation cont ired to resp	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired ( <i>A</i> or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Ni of
Stock Appreciation Rights (1)	\$ 11.51	02/04/2009		А		30,000		02/04/2010(1)	02/04/2019	Common Shares	3

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KANTOR JONATHAN D 333 S. WABASH AVE. CHICAGO, IL 60604			EVP, Gen. Counsel & Corp. Sec.				
<u><u></u></u>							

### **Signatures**

Jonathan D. Kantor	02/04/2009		
<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).
- (1) The stock appreciation rights paid in CNA Financial Corporation Common Stock vests annually in four equal installments commencing February 4, 2010.
- (2) The Reporting Person received the Derivative Security pursuant to a grant of stock appreciation rights at no cost.

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.