Edgar Filing: LILIENTHAL STEPHEN W - Form 4

LILIENTH	AL STEPHEN W	7									
Form 4											
November 2											
FORM	14 united	статгс	SECU	DITIES A	ND EV			т	PPROVA	L	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							Number:	3235-	0287		
Check t			F CHANGES IN BENEFICIAL OWNERSHIP OF					Expires:	Januar		
if no lor subject		MENT O						• •	Estimated average 2005		
Section				SECUR	RITIES			burden hours per			
Form 4 or								response	•	0.5	
Form 5 obligation							nge Act of 1934,				
may cor	Section 17			•	•	- ·	t of 1935 or Section	on			
See Inst	ruction	30(h)	of the I	nvestment	Compa	ny Act of 1	1940				
1(b).											
(Print or Type	Responses)										
	-										
	Address of Reporting	-	2. Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to					
LILIENTH	IAL STEPHEN V	V	Symbol				Issuer				
			CNA FINANCIAL CORP [CNA]				(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction								
			(Month/Day/Year)			_X_ Director10% Owner					
333 SOUT	H WABASH AV	'ENUE	11/20/2008				X Officer (giv below)	below)			
							Cha	airman and CEC)		
	(Street)		4. If Amendment, Date Original			al	6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
							by One Reporting Person by More than One Reporting				
CHICAGO	, IL 00004						Person				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	e Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	1	
1.Title of	2. Transaction Date	e 2A. Deem	ed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature	of	
Security	(Month/Day/Year)		Date, if	Transactio			Securities	Form: Direct	Indirect	_	
(Instr. 3)		any (Month/Day		Code Disposed of (I v/Veer) (Instr 8) (Instr 3 4 and			•	D) or Indirect Bener I) Owne	Beneficia Ownershi		
(Month E			ay/Year) (Instr. 8) (Instr. 3, 4 and 5)			+ and 5)		(I) (Instr. 4)	(Instr. 4)	ιp	
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price	(insure and i)				
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities benef	ficially ow	ned directly	or indirectly.				
							spond to the colle		SEC 1474		
							tained in this form		(9-02)		
							ond unless the for ntly valid OMB co				

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 Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of(D)(Instr. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 29.15	11/20/2008		D <u>(1)</u>		40,000	05/08/2003 <u>(1)</u>	06/08/2010	Common Shares
Employee Stock Option	\$ 29.15	11/20/2008		A <u>(1)</u>	40,000		05/08/2003 <u>(1)</u>	01/01/2012	Common Shares
Employee Stock Option	\$ 25.55	11/20/2008		D <u>(2)</u>		15,000	08/08/2003 <u>(2)</u>	06/08/2010	Common Shares
Employee Stock Option	\$ 25.55	11/20/2008		A <u>(2)</u>	15,000		08/08/2003 <u>(2)</u>	01/01/2012	Common Shares
Employee Stock Option	\$ 24.69	11/20/2008		D <u>(3)</u>		55,000	05/07/2004 <u>(3)</u>	06/08/2010	Common Shares
Employee Stock Option	\$ 24.69	11/20/2008		A <u>(3)</u>	55,000		05/07/2004 <u>(3)</u>	01/01/2012	Common Shares
Employee Stock Option	\$ 26.27	11/20/2008		D <u>(4)</u>		55,000	04/28/2005(4)	06/08/2010	Common Shares
Employee Stock Option	\$ 26.27	11/20/2008		A <u>(4)</u>	55,000		04/28/2005(4)	01/01/2012	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LILIENTHAL STEPHEN W 333 SOUTH WABASH AVENUE CHICAGO, IL 60604	Х		Chairman and CEO				
Signatures							
Stephen W. 11/20/2 Lilienthal	2008						

**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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on May 8, 2002 and provided for vesting in quarterly annual installments commencing on May 8, 2003. Pursuant to Mr. Lilienthal's Employment Agreement, the expiration date of the original option would have been one year following his departure from the Company.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on August 8, 2002 and provided for vesting in quarterly annual installments commencing on August 8,2003. Pursuant to Mr. Lilienthal's Employment Agreement, the expiration date of the original option would have been one year following his departure from the Company.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on May 7, 2003 and provided for vesting in quarterly annual installments commencing on May 7, 2004. Pursuant to Mr. Lilienthal's Employment Agreement, the expiration date of the original option would have been one year following his departure from the Company.

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 28, 2004 and provided for vesting in quarterly annual

(4) and the grant of a repracement option. The option was originary granted on April 26, 2004 and provided for vesting in quarterly annual installments commencing on April 28, 2005. Pursuant to Mr. Lilienthal's Employment Agreement, the expiration date of the original option would have been one year following his departure from the Company.

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.