

Merten Joseph Gerard  
 Form 4  
 March 19, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Merten Joseph Gerard

(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)  
 03/15/2018

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, Technology & Operations

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	03/15/2018		A	V	11,485 (1) (2)	A	\$ 0 (3) 36,974	D
Common Stock	03/15/2018		F(4)		671	D	\$ 52.29 36,303	D

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

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SEC 1474  
 (9-02)

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**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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
Merten Joseph Gerard 333 S. WABASH AVE CHICAGO, IL 60604			EVP, Technology & Operations	

## Signatures

Stathy Darcy by Power of Attorney for Joseph G. Merten  
03/16/2018

\_\_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 Company's Incentive Compensation Plan (as amended as of January 1, 2010 and April 27, 2016) 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. For 2015-2017 performance period, Mr. Merten was awarded 1,372 shares of CNA Financial Corporation's common stock.
- (2) The Company's Incentive Compensation Plan (as amended as of January 1, 2010 and April 27, 2016) provides for the issuance of CNA Financial Corporation's common stock under the Performance Share Plan (PSP) awards based upon achievement of predetermined financial goals for the 2017 performance cycle. 10,113 PSP shares were achieved and will cliff vest on March 15, 2020. No performance share unit shall vest on such vesting date unless the reporting person has been continuously employed by CNA Financial Corporation from the grant date until such vesting date except as otherwise specified in award terms and employment agreement, if any.
- (3) The Reporting Person received the CNAF shares at no cost.
- (4) The Company's Incentive Compensation Plan (as amended as of January 1, 2010 and April 27, 2016) 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. 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.