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| National Int Form 4 August 26, 2 | erstate CORP 2015 | | | | | | | | | | |
|--|----------------------|------------------------|---|---|---|------------|--|--|---------------------|-----------------------------|--|
| | | | | | | | | | OMB A | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMMISSION | OMB Number: | 3235-0287 | | |
| Check th if no lon | ger | | | | | | | | Expires: | January 31, 2005 | |
| subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | | | | | | NERSHIP OF | Estimated a | | | | |
| Section 16. SECURITIES | | | | | | | burden hou response | rs per 0.5 | | | |
| Form 5 | Filed pur | suant to | Section 1 | 6(a) of the | e Securit | ies E | xchange | e Act of 1934, | 10000100 | 0.0 | |
| obligatic may con <i>See</i> Instr | tinue. Section 17(a | | | tility Holo vestment | • | · · | | 1935 or Section 0 | n | | |
| 1(b). | | | | | | • | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| MCGRAW JULIE A Symbol | | | 2. Issuer | r Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to | | | |
| | | | Symbol National Interstate CORP [NATL] | | | | | Issuer | | | |
| (Last) | (First) (M | /liddle) | | f Earliest Tr | | L | - | (Chec | k all applicable | :) | |
| | | | | /Day/Year) | | | | Director 10% Owner X Officer (give title Other (specify | | | |
| 3250 INTERSTATE DRIVE 08/24/ | | | 08/24/2 | /2015 | | | | below) below) VP & Chief Financial Officer | | | |
| | (Street) | | 4. If Ame | ndment, Da | te Origina | 1 | | 6. Individual or Jo | | | |
| | | | nth/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| RICHFIELD, OH 44286 | | | | | | | | Iore than One Re | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| 1.Title of | 2. Transaction Date | | | 3. | 4. Securi | | | 5. Amount of | 6. Ownership | | |
| Security (Instr. 3) | (Month/Day/Year) | Execution Date, if any | | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | | | Form: Direct (D) or | rect Indirect Beneficial | |
| (Month/Day/Year) (Instr. 8) | | | | | Owned Following | | Ownership (Instr. 4) | | | | |
| | | | | | | (A) | | Reported | (| (| |
| | | | | Cada V | Amount | or | Drice | Transaction(s) (Instr. 3 and 4) | | | |
| Common | | | | Code V | Amount | (D) | Price | | | | |
| Shares | 08/24/2015 | | | М | 9,520 | А | \$ | 13,841 | D | | |
| (\$.01 par value) | | | | | -) | | 21.81 | -) - | | | |
| Common | | | | | | | | | | | |
| Shares | 08/24/2015 | | | S | 9,520 | D | \$ 26.9 | 4.321 | D | | |
| (\$.01 par value) | | | | - | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | _ | + | ., | _ | | |
| Common | | | | | | | | | | | |
| Shares | | | | | | | | 200 | T | Day Transf | |
| (\$.01 par | | | | | | | | 200 | Ι | By Trust | |
| value) | | | | | | | | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Derivative Expiration Date (Month/Day/Year) cquired A) or isposed of D) nstr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---------|---|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 21.81 | 08/24/2015 | | М | 9,520 | 01/01/2007 <u>(1)</u> | 01/09/2016 | Common Shares (\$.01 par value) | 9,520 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| MCGRAW JULIE A 3250 INTERSTATE DRIVE RICHFIELD, OH 44286 | | | VP & Chief Financial Officer | | | | |
| Signatures | | | | | | | |

| /s/ Julie A. McGraw | 08/26/2015 | | |
|--|------------|--|--|
| <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) Options vested 20% per year each January 1, beginning January 1, 2007

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.