National Interstate CORP Form 4 November 14, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations

may continue. See Instruction 1(b).

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

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Michelson David W

(First)

2. Issuer Name and Ticker or Trading Symbol

National Interstate CORP [NATL]

3. Date of Earliest Transaction

(Month/Day/Year) 11/10/2016

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

Officer (give title below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Person

Issuer

\_X\_\_ Director

RICHFIELD, OH 44286

3250 INTERSTATE DRIVE

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Se	ecuriti	es Acqı	uired, Disposed o	f, or Beneficial	y 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. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	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	(D)	Price	(Instr. 3 and 4)		
Common Shares (\$0.01 par value)	11/10/2016		D	12,000 (1)	D	\$ 32	0	D	
Common Shares (\$.01 par value)	11/10/2016		D	195,542 (2)	D	\$ 32	0	D	

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 required to respond unless the form

(9-02)

#### Edgar Filing: National Interstate CORP - Form 4

# 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration	FD1 - 1	or		
						Exercisable	•	Title			
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Departing Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Michelson David W 3250 INTERSTATE DRIVE X RICHFIELD, OH 44286

# **Signatures**

/s/ David W.
Michelson

11/14/2016

\*\*Signature of Reporting Date
Person

## **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).

Represents Restricted Shares. Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 25, 2016, by and among Great American Insurance Company, GAIC Alloy, Inc., and National Interstate Corporation (the "Company"), as amended by Amendment No.

- (1) 1, dated as of August 15, 2016 (the "Agreement and Plan of Merger"). Pursuant to the Agreement and Plan of Merger, effective as of November 10, 2016, these shares, whether vested or unvested, were automatically cancelled and converted into the the right to receive \$32.00 per share in cash, less any required withholding taxes. In addition, the Company declared a special cash dividend of \$0.50 per common share payable to shareholders of record immediately prior to the effective time of the merger.
- Disposed of pursuant to the Agreement and Plan of Merger, effective as of November 10, 2016, the Company's common shares were automatically cancelled and converted into the right to receive \$32 per share in cash. In addition, the Company declared a special dividend of \$0.50 per common share payable to shareholders of record immediately prior to the effective time of the merger.

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.

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