

# NATIONAL INTERSTATE CORP

Reported by  
**MCGRAW JULIE A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/14/16 for the Period Ending 11/10/16

Address	3250 INTERSTATE DRIVE RICHFIELD, OH 44286
Telephone	(330) 659-8900
CIK	0001301106
SIC Code	6331 - Fire, Marine, and Casualty Insurance
Industry	Property & Casualty Insurance
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
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[ X ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>MCGRAW JULIE A</b>  (Last) (First) (Middle)  <b>3250 INTERSTATE DRIVE</b>  (Street)  <b>RICHFIELD, OH 44286</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>National Interstate CORP [ NATL ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP &amp; Chief Financial Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/10/2016</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares (\$.01 par value)	11/10/2016		D		4582	(1)	D	\$32	0	D
Common Shares (\$.01 par value)	11/10/2016		D		965	(2)	D	\$32	0	I By Trust

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- ( ) 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, 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. 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 the right to receive \$32.00 per share in cash. 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRAW JULIE A 3250 INTERSTATE DRIVE RICHFIELD, OH 44286			<b>VP &amp; Chief Financial Officer</b>	

**Signatures**

/s/ Julie A. McGraw

11/14/2016

\*\*Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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