

National Interstate CORP
 Form 4
 November 14, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Gonzales Arthur J

2. Issuer Name and Ticker or Trading Symbol
 National Interstate CORP [NATL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Gen. Counsel & Sec'y

3250 INTERSTATE DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHFIELD, OH 44286-9000

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Shares (\$0.01 par value)	11/10/2016		D	5,331 (1) 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Option (Right to Buy)	\$ 22.95	11/10/2016		D	40,000	01/01/2010 ⁽²⁾ - ⁽²⁾	Common Shares (\$0.01 par value)	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gonzales Arthur J 3250 INTERSTATE DRIVE RICHFIELD, OH 44286-9000			Sr. VP, Gen. Counsel & Sec'y	

Signatures

/s/ Arthur J. Gonzales
 11/14/2016
 **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).
- 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.
- (1) Disposed of pursuant to the Agreement and Plan of Merger, such options, whether vested or unvested, were cancelled and converted into the right to receive per share the excess of \$32.50 over the per share exercise price, less any withholding taxes.
- (2) Disposed of pursuant to the Agreement and Plan of Merger, such options, whether vested or unvested, were cancelled and converted into the right to receive per share the excess of \$32.50 over the per share exercise price, less any withholding taxes.

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.