

Phillips Terry E
Form 4
August 08, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips Terry E

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)

3250 INTERSTATE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2012

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

Senior VP

(Street)

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

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

RICHFIELD, OH 44286

(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)
Common Shares (\$0.01 par value)	08/06/2012		M	5,000	A \$ 19.79	74,965	D
Common Shares (\$0.01 par value)	08/06/2012		S	5,000	D \$ 24.29 (1)	69,965	D
Common Shares (\$0.01 par value)	08/07/2012		M	5,000	A \$ 19.79	74,965	D

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Common Shares (\$0.01 par value)	08/07/2012	S	5,000	D	\$ 24.24 (2)	69,965	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Amount or Number of Shares
Option (Right to Buy)	\$ 19.79	08/06/2012		M	5,000	01/01/2007 08/15/2015	Common Shares (\$0.01 par value)	5,000
Option (Right to Buy)	\$ 19.79	08/07/2012		M	5,000	01/01/2008 08/15/2015	Common Shares (\$0.01 par value)	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Phillips Terry E 3250 INTERSTATE DRIVE RICHFIELD, OH 44286	Director 10% Owner Officer Other Senior VP

Signatures

/s/ Terry E. Phillips	08/08/2012
	Date

Signature of
Reporting 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).
 - (1) The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.05 to \$24.7025. The reporting person undertakes to provide to National Interstate Corporation ("NATL"), any security holder of NATL, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
 - (2) The price reported represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.15 to \$24.78. The reporting person undertakes to provide to National Interstate Corporation ("NATL"), any security holder of NATL, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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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