

ELLIOTT THEODORE H JR
Form 4
June 30, 2006

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 *
ELLIOTT THEODORE H JR

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)
20 WOODLAND DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2006

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

DARIEN, CT 06820

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

(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	(A) or (D)	Price
Common Shares (\$0.01 par value)	06/28/2006		S		4,236	D	\$ 27.3
							207,964
Common Shares (\$0.01 par value)	06/28/2006		S		364	D	\$ 27.35
							207,600
Common Shares (\$0.01 par value)	06/28/2006		S		100	D	\$ 27.32
							207,500

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Common Shares (\$0.01 par value)	06/28/2006	S	300	D	\$ 27.31	207,200	D
Common Shares (\$0.01 par value)	06/28/2006	S	2,000	D	\$ 27.15	205,200	D
Common Shares (\$0.01 par value)	06/28/2006	S	12,326	D	\$ 27.25	192,874	D
Common Shares (\$0.01 par value)	06/28/2006	S	100	D	\$ 27.26	192,774	D
Common Shares (\$0.01 par value)	06/28/2006	S	6,800	D	\$ 27.2	185,974	D
Common Shares (\$0.01 par value)	06/28/2006	S	200	D	\$ 27.21	185,774	D
Common Shares (\$0.01 par value)	06/29/2006	S	5,574	D	\$ 27.15	180,200	D
Common Shares (\$0.01 par value)	06/29/2006	S	2,000	D	\$ 27.36	178,200	D
Common Shares (\$0.01 par value)	06/29/2006	S	12,121	D	\$ 27.4	166,079	D
Common Shares (\$0.01 par value)	06/29/2006	S	879	D	\$ 27.43	165,200	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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT THEODORE H JR 20 WOODLAND DRIVE DARIEN, CT 06820		X		

Signatures

/s/ Theodore H. Elliott 06/30/2006

__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).

Remarks:

Director Elliott, an original shareholder of the Company, has filed a Notice of Proposed Sale under Rule 144 covering 50,000

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.