

National Interstate CORP  
Form 10-K/A  
May 15, 2007

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

**Form 10-K/A**  
**Amendment No. 1**  
**Annual Report Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**For the Fiscal Year Ended**  
**December 31, 2006**

**Commission File**  
**No. 000-51130**

**National Interstate Corporation**  
*(Exact name of registrant as specified in its charter)*

**Ohio**  
*(State or other jurisdiction of*  
*incorporation or organization)*

**34-1607394**  
*(I.R.S. Employer*  
*Identification No.)*

**3250 Interstate Drive**  
**Richfield, Ohio 44286-9000**  
**(330) 659-8900**  
*(Address and telephone number of principal executive offices)*

**Securities Registered Pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of Exchange on</b>
<i>Common Shares, \$0.01 par value</i>	<b>Which registered</b> <i>Nasdaq Global Market</i>
<b>Securities registered pursuant to Section 12(g) of the Act: None</b>	
<b>Other securities for which reports are submitted pursuant to Section (d) of the Act: None</b>	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One): Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

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State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$145.4 million (based upon non-affiliate holdings of 5,363,000 shares and a market price of \$27.12 at June 30, 2006).

As of March 1, 2007 there were 19,182,308 shares of the Registrant's Common Shares (\$0.01 par value) outstanding.

**Documents Incorporated by Reference:**

Proxy Statement for 2007 Annual Meeting of Shareholders (portions of which are incorporated by reference into Part III hereof).

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**Explanatory Note**

National Interstate Corporation (the Company ) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2006, as originally filed with the Securities and Exchange Commission on March 14, 2007, for the sole purpose of correcting inadvertent omissions from and refiling the Section 302 certifications. This Amendment No. 1 on Form 10-K/A does not change the previously reported financial statements or any of the other disclosure contained in the original Form 10-K.

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**PART IV**

**ITEM 15. Exhibits and Financial Statement Schedules**

(3) Exhibits

- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated May 15, 2007
  - 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated May 15, 2007
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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL INTERSTATE CORPORATION

By: /s/ Julie A. McGraw

Name: Julie A. McGraw

Title: Vice President and Chief Financial  
Officer

Signed: May 15, 2007