

INFINITY PROPERTY & CASUALTY CORP  
 Form 4  
 December 13, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Godwin Glen

2. Issuer Name and Ticker or Trading Symbol  
 INFINITY PROPERTY & CASUALTY CORP [IPCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3700 COLONNADE PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/13/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP, Business Development

BIRMINGHAM, AL 35243

(City) (State) (Zip)

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

**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 Stock                    | 12/13/2013                           |  | F <sup>(1)</sup>               |   | 2,544   | D  | \$ 65.99                          |
|                                 |                                      |  |                                |   |   |  | 40,803.08 <sup>(3)</sup>          |
| Common Stock                    | 12/13/2013                           |  | M                              |   | 5,000   | A  | \$ 33.58                          |
|                                 |                                      |  |                                |   |   |  | 45,803.08 <sup>(3)</sup>          |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 33.58   | 12/13/2013                           |  | M                              | 5,000   | <sup>(4)</sup> 02/13/2014                                | Common Stock  | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Godwin Glen<br>3700 COLONNADE PARKWAY<br>BIRMINGHAM, AL 35243 |               |           | Sr. VP, Business Development |       |

## Signatures

/s/ James H. Romaker, By Power of Attorney  
12/13/2013

\*\*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).

- As permitted under the terms of the Second Amended and Restated 2002 Stock Option Plan (the "Plan"), the reporting person surrendered
- (1) 2,544 shares of common stock owned by the reporting person as partial consideration of the exercise price for the exercising of the employee stock option.
  - (2) Pursuant to the terms of the Plan, the price was determined by reference to the average of the closing bid and ask prices on the last trading date prior thereto.
  - (3) Includes 1773.08 shares acquired through the company's employee stock purchase plan, including 284.54 shares acquired subsequent to April 15, 2013.
  - (4) The option grant vested in five equal annual installments beginning on February 13, 2005, the first anniversary of the grant date.

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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