

KEMPER Corp
Form 4
December 13, 2013

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 *
KONAR EDWARD JAMES

(Last) (First) (Middle)
ONE EAST WACKER DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KEMPER Corp [KMPR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 12/11/2013 | | M | 10,000 A \$ 13.55 | 52,224 | D | |
| Common Stock | 12/11/2013 | | M | 9,980 A \$ 23.65 | 62,204 | D | |
| Common Stock | 12/11/2013 | | S | 19,980 D \$ 40.1598 <u>(1)</u> | 42,224 | D | |
| Common Stock | 12/11/2013 | | S | 3,000 D \$ 40.03 | 0 | I | By Wife |
| Common Stock | 12/12/2013 | | S | 3,000 D \$ 40.0554 | 39,224 | D | |

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(2)

| | | | | | | | | |
|--------------|------------|---|-------|---|------------|----------|---|----------------|
| Common Stock | 12/12/2013 | M | 2,520 | A | \$ 23.65 | 41,744 | D | |
| Common Stock | 12/12/2013 | S | 2,520 | D | \$ 40.0863 | 39,224 | D | |
| Common Stock | | | | | | 6,298.59 | I | By 401(k) Plan |

(3)

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.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option ⁽⁴⁾ | \$ 13.55 | 12/11/2013 | | M | 10,000 | ⁽⁵⁾ 02/03/2009 | Common Stock 10,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 23.65 | 12/11/2013 | | M | 9,980 | ⁽⁶⁾ 02/02/2020 | Common Stock 9,980 |
| Employee Stock Option ⁽⁴⁾ | \$ 23.65 | 12/12/2013 | | M | 2,520 | ⁽⁶⁾ 02/02/2020 | Common Stock 2,520 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KONAR EDWARD JAMES ONE EAST WACKER DRIVE CHICAGO, IL 60601 | | | Vice President | |

Signatures

Edward J. Konar

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).

(1) This is the weighted average sale price per share for these transactions executed on 12/11/13. These sales were executed in multiple lots at prices ranging from \$40.025 through \$40.32 per share. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Commission staff, the issuer or a security holder of the issuer.

(2) This is the weighted average sale price per share for these transactions executed on 12/12/13. These sales were executed in multiple lots at prices ranging from \$40.05 through \$40.11 per share. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Commission staff, the issuer or a security holder of the issuer.

(3) This is the weighted average sale price per share for these transactions executed on 12/12/13. These sales were executed in multiple lots at prices ranging from \$40.00 through \$40.14 per share. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Commission staff, the issuer or a security holder of the issuer.

(4) Option to buy stock with tandem stock appreciation right.

(5) Option vests in four equal, consecutive annual installments beginning 8/3/2009.

(6) Option vests in four equal, consecutive annual installments beginning 8/2/2010.

(7) Following the last transaction reported in this table, the reporting person holds a total of 88,564 option shares under the Kemper Corporation equity compensation plans.

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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