

KEMPER Corp
Form 4
June 16, 2014

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 *
RENWICK SCOTT

(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)
06/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. V.P. & General Counsel

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 (A) or (D) Price | | |
| Common Stock | 06/12/2014 | | S ⁽¹⁾ | | 2,000 (2) | D | \$ 36.0095 56,183.9661 D |
| Common Stock | 06/12/2014 | | S ⁽¹⁾ | | 1,000 (3) | D | \$ 36.213 55,183.9661 D |
| Common Stock | 06/13/2014 | | S ⁽¹⁾ | | 1,000 (4) | D | \$ 36.3925 54,183.9661 D |
| Common Stock | 06/13/2014 | | S ⁽¹⁾ | | 2,000 (5) | D | \$ 36.3753 52,183.9661 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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RENWICK SCOTT ONE EAST WACKER DRIVE CHICAGO, IL 60601 | | | Sr. V.P. & General Counsel | |

Signatures

Christopher L. Moses,
Attorney-in-Fact
Date: 06/16/2014

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 27, 2014 in connection with his retirement financial planning.
This is the weighted average sale price per share for the transactions executed on 6/12/14. These sales were executed in multiple lots at prices ranging from \$36.00 through \$36.12 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 security holder of the issuer.
 - (2) This is the weighted average sale price per share for the transactions executed on 6/12/14. These sales were executed in multiple lots at prices ranging from \$36.00 through \$36.46 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 security holder of the issuer.
 - (3) This is the weighted average sale price per share for the transactions executed on 6/13/14. These sales were executed in multiple lots at prices ranging from \$36.06 through \$36.62 per share. The reporting person undertakes to provide full information regarding the number

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of shares sold at each separate price upon request by the Commission staff, the issuer or security holder of the issuer.

- (5) This is the weighted average sale price per share for the transactions executed on 6/13/14. These sales were executed in multiple lots at prices ranging from \$36.03 through \$36.62 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 security holder of the issuer.

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.