

RENNICK SCOTT
Form 4
February 05, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RENNICK 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)

02/02/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. V.P. & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/02/2013		F ⁽¹⁾	1,079 D	\$ 33.63	74,832.2558	D
Common Stock	02/02/2013		A ⁽²⁾	420 A	\$ 0	75,252.2558	D
Common Stock	02/02/2013		F ⁽³⁾	132 D	\$ 33.63	75,120.2558	D
Common Stock	02/04/2013		A	3,500 ⁽⁴⁾ A	\$ 0	78,620.2558	D

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

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(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	\$ 33.45	02/04/2013		A		17,500		<u>(5)</u>	02/04/2023	Common Stock	17,500

Reporting Owners

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

Signatures

Scott Renwick 02/05/2013
 **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) Withholding of shares to satisfy tax withholding obligations due upon vesting of restricted stock.
 - (2) Shares awarded under the Kemper Corporation 2011 Omnibus Equity Plan pursuant to the 2010 restricted stock award granted to the reporting person.
 - (3) Withholding of shares to satisfy tax withholding obligations due upon granting of the award.
 - (4) Award of restricted stock under the Kemper Corporation 2011 Omnibus Equity Plan ("Plan"), subject to forfeiture and other restrictions until vested pursuant to the Plan and the award agreement.
 - (5) Option vests in four equal, consecutive annual installments beginning 8/4/2013.
 - (6) Following the last transaction reported in this table, reporting person holds a total of 213,004 option shares under the Kemper Corporation equity compensation plans.

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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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