

GOBER JAMES R  
Form 4  
July 02, 2018

**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 \*  
GOBER JAMES R

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)  
2201 4TH AVENUE NORTH  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/02/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman

BIRMINGHAM, AL 35203

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

(City) (State) (Zip)

**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                    | 07/02/2018                           |  | A <sup>(1)</sup>               |   | 9,653   | A  | (1)<br>(2) 122,844.24                                 |
| Common Stock                    | 07/02/2018                           |  | D <sup>(1)</sup>               |   | 9,653   | D  | (1) 113,191.24  |
| Common Stock                    | 07/02/2018                           |  | D <sup>(3)</sup>               |   | 113,191.24  | D  | (3) 0   |

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

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number.

**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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| GOBER JAMES R<br>2201 4TH AVENUE NORTH<br>BIRMINGHAM, AL 35203 | X             |           | Executive Chairman |       |

## Signatures

/s/ James H. Romaker, by Power of Attorney  
Date: 07/02/2018

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) Pursuant to the Agreement and Plan of Merger, dated as of February 13, 2018 (the "Merger Agreement"), by and among Kemper Corporation ("Kemper"), Vulcan Sub, Inc., a wholly owned subsidiary of Kemper ("Sub"), and Infinity Property and Casualty Corporation (the "Company"), these outstanding Company performance share units became fully vested at the effective time of the merger of the Company and Sub (the "Merger") in accordance with the terms of the Merger Agreement and then converted into the right to receive a number of shares of common stock of Kemper, par value \$0.01 per share ("Kemper Common Stock"), equal to the target number of shares of common stock of the Company (the "Company Common Stock"), no par value per share, underlying the vested Company performance share units multiplied by 2.0031, without interest and less any applicable withholding for taxes.
- (2) Includes 1,117.24 shares acquired through the Company's employees stock purchase plan, including 5.49 shares acquired subsequent to March 15, 2018.
- (3) Pursuant to the Merger Agreement, effective as of the effective time of the Merger, these shares of Company Common Stock were converted into the right to receive, at the election of the stockholder, (i) \$51.60 in cash and 1.2019 shares of Kemper Common Stock, without interest and less any applicable withholding for taxes, (ii) \$129.00 in cash, without interest and less any applicable withholding for taxes, or (iii) \$49.58 in cash and 1.2332 shares of Kemper Common Stock, without interest and less any applicable withholding for taxes.

## Edgar Filing: GOBER JAMES R - Form 4

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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