

GOBER JAMES R
Form 4
July 02, 2018

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

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

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

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information contained in this form are not
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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 2201 4TH AVENUE NORTH BIRMINGHAM, AL 35203 | X | | Executive Chairman | |

Signatures

/s/ James H. Romaker, by Power of Attorney

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).

- 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
- (1) 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.
- 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.
- (3)

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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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