

Godwin Glen
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 *
Godwin Glen

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)
06/13/2018

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

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	06/13/2018		G ⁽¹⁾	V 412 D <u>(1)</u> 70,022.13 ⁽²⁾	D		
Common Stock	07/02/2018		D ⁽³⁾	7,500 D <u>(3)</u> 62,522.13	D		
Common Stock	07/02/2018		A ⁽⁴⁾	9,653 A <u>(4)</u> 72,175.13	D		
Common Stock	07/02/2018		D ⁽⁴⁾	9,653 D <u>(4)</u> 62,522.13	D		
Common Stock	07/02/2018		D ⁽⁵⁾	62,522.13 D <u>(5)</u> 0	D		

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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
Godwin Glen 2201 4TH AVENUE NORTH BIRMINGHAM, AL 35203	X		Chief Executive Officer	

Signatures

/s/ James H. Romaker, by Power of Attorney
 **Signature of Reporting Person
 07/02/2018
 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) Voluntary report of a bona fide gift made on June 13, 2018 to Mr. Godwin's children.
- (2) Includes 2,832.12 shares acquired through the Company's employee stock purchase plan, including 13.91 shares acquired subsequent to March 15, 2018.
- (3) 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 restricted shares of common stock of the Company, no par value per share ("Company Common Stock"), were cancelled without any acceleration of vesting effective as of the effective time of the merger of the Company and Sub (the "Merger") and exchanged for the right to receive a number of restricted stock units of Kemper equal to the number of cancelled restricted shares multiplied by 2.0031, without interest and less any applicable withholding for taxes.

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Pursuant to the Merger Agreement, outstanding Company performance share units became fully vested at the effective time of 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 Company Common Stock underlying the vested Company performance share units multiplied by 2.0031, without interest and less any applicable withholding for taxes.

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, of (iii) \$49.58 in cash and 1,2332 shares of Kemper Common Stock, without interest and less any applicable withholding for taxes.

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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