

KEMPER Corp  
Form 4  
June 24, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
**06/20/2014**

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 or Price		
Common Stock	06/20/2014		S <sup>(1)</sup>		3,000 (2)	D	\$ 37.0017 37,183.9661 D
Common Stock	06/20/2014		S <sup>(1)</sup>		3,000 (3)	D	\$ 36.9634 34,183.9661 D
Common Stock	06/23/2014		S <sup>(1)</sup>		864 (4)	D	\$ 37.0057 33,319.9661 D
Common Stock	06/23/2014		S <sup>(1)</sup>		3,000 (5)	D	\$ 37.0245 30,319.9661 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 (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## 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

Scott Renwick                      06/24/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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 6/20/14. These sales were executed in multiple lots at prices ranging from \$37.00 through \$37.01 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 6/20/14. These sales were executed in multiple lots at prices ranging from \$36.76 through \$37.03 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 6/23/14. These sales were executed in multiple lots at prices ranging from \$37.00 through \$37.03 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.
- (4) This is the weighted average sale price per share for the transactions executed on 6/23/14. These sales were executed in multiple lots at prices ranging from \$37.00 through \$37.03 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.

## Edgar Filing: KEMPER Corp - Form 4

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 6/23/14. These sales were executed in multiple lots at prices ranging from \$36.81 through \$37.09 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.