

ROESKE RICHARD
Form 4
August 29, 2017

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 *
ROESKE RICHARD

(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)
08/25/2017

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)
VP & Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/25/2017 | | M | | 7,500 A \$ 23.65 | 55,672.155 | D |
| Common Stock | 08/25/2017 | | F | | 4,853 (1) D \$ 49.4 | 50,819.155 | D |
| Common Stock | 08/25/2017 | | M | | 8,000 A \$ 27.89 | 58,819.155 | D |
| Common Stock | 08/25/2017 | | F | | 5,642 (1) D \$ 49.4 | 53,177.155 | D |
| Common Stock | 08/25/2017 | | M | | 8,000 A \$ 29.77 | 61,177.155 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|----------|------------|---|
| Common Stock | 08/25/2017 | F | <u>5,848</u> (1) | D | \$ 49.4 | 55,329.155 | D |
| Common Stock | 08/25/2017 | M | 13,501 | A | \$ 43.45 | 68,830.155 | D |
| Common Stock | 08/25/2017 | F | <u>12,400</u> (1) | D | \$ 49.4 | 56,430.155 | 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 ⁽²⁾ | \$ 23.65 | 08/25/2017 | | M | 7,500 | ⁽³⁾ | 02/02/2020 | Common Stock | 7,500 |
| Employee Stock Option ⁽²⁾ | \$ 27.89 | 08/25/2017 | | M | 8,000 | ⁽⁴⁾ | 02/01/2021 | Common Stock | 8,000 |
| Employee Stock Option ⁽²⁾ | \$ 29.77 | 08/25/2017 | | M | 8,000 | ⁽⁵⁾ | 01/31/2022 | Common Stock | 8,000 |
| Employee Stock Option ⁽²⁾ | \$ 43.45 | 08/25/2017 | | M | 13,501 | ⁽⁶⁾ | 02/05/2018 | Common Stock | 13,501 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROESKE RICHARD ONE EAST WACKER DRIVE | | | VP & Chief Accounting Officer | |

CHICAGO, IL 60601

Signatures

Richard Roeske

08/29/2017

__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) Shares withheld by or surrendered, either actually or constructively, to the Issuer in payment of the exercise price and/or taxes due in connection with the exercise disclosed in Table II.
- (2) Option to buy stock with tandem stock appreciation right.
- (3) Option vested in four equal consecutive annual installments beginning on 08/02/2010.
- (4) Option vested in four equal consecutive annual installments beginning on 08/01/2011.
- (5) Option vested in four equal consecutive annual installments beginning on 07/31/2012.
- (6) Option vested on 06/07/2017.

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.