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KEMPER Corp  
Form 13F-HR  
November 05, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment [ ]; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: KEMPER CORPORATION  
Address: One East Wacker Drive, 9th Floor  
Chicago, IL 60601

13F File Number: 028-02715

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Richard Roeske  
Title: Vice President  
Phone: 312-661-4600

Signature, Place, and Date of Signing:

/s/ Richard Roeske Chicago, IL November 05, 2012

KEMPER CORPORATION FORMERLY REPORTED UNDER THE NAME UNITRIN INC.

Report Type (Check only one.):

- [ X] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
Form 13F Information Table Entry Total: 49  
Form 13F Information Table Value Total: \$318,776 (thousands)

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List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
01	028-00121	TRINITY UNIVERSAL INSURANCE COMPANY

FORM 13F INFORMATION TABLE								
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
ABBOTT LABS	COM	002824100	4114	60000	SH		OTHER	01
AIR PRODS & CHEMS INC	COM	009158106	992	12000	SH		OTHER	01
ALTRIA GROUP INC	COM	02209S103	4007	120000	SH		OTHER	01
APPLE INC	COM	037833100	1601	2400	SH		OTHER	01
AUTOMATIC DATA PROCESSING IN	COM	053015103	2053	35000	SH		OTHER	01
BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	272	250	SH		DEFINED	01
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	13338	520000	SH		DEFINED	
BLACKROCK INC	COM	09247X101	1105	6200	SH		OTHER	01
CATERPILLAR INC DEL	COM	149123101	3097	36000	SH		OTHER	01
CHEVRON CORP NEW	COM	166764100	7576	65000	SH		OTHER	01
CIT GROUP INC	COM NEW	125581801	37	927	SH		DEFINED	
CIT GROUP INC	COM NEW	125581801	240	6099	SH		DEFINED	
COCA COLA CO	COM	191216100	7586	200000	SH		OTHER	01
CONOCOPHILLIPS	COM	20825C104	3145	55000	SH		OTHER	01
DISNEY WALT CO	COM DISNEY	254687106	601	11500	SH		OTHER	01
ENTERPRISE PRODS PARTNERS L	COM	293792107	4020	75000	SH		OTHER	01
EXXON MOBIL CORP	COM	30231G102	10060	110000	SH		OTHER	01
FIFTH STREET FINANCE CORP	COM	31678A103	8089	736689	SH		DEFINED	01
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	2375	60000	SH		OTHER	01
INTEL CORP	COM	458140100	1699	75000	SH		OTHER	01
INTERNATIONAL BUSINESS MACHS	COM	459200101	4771	23000	SH		OTHER	01
ISHARES TR	BARCLYS INTER CR	464288638	50090	449520	SH		DEFINED	01
ISHARES TR	IBOXX INV CPBD	464287242	30443	250000	SH		DEFINED	01
ISHARES TR	IBOXX INV CPBD	464287242	65756	540000	SH		DEFINED	
ISHARES TR	IBOXX INV CPBD	464287242	5480	45000	SH		DEFINED	
JOHNSON & JOHNSON	COM	478160104	4479	65000	SH		OTHER	01
JPMORGAN CHASE & CO	COM	46625H100	2591	64000	SH		OTHER	01
KRAFT FOODS INC	CL A	50075N104	3515	85000	SH		OTHER	01
LAUDER ESTEE COS INC	CL A	518439104	1262	20500	SH		OTHER	01
MCDONALDS CORP	COM	580135101	4863	53000	SH		OTHER	01
MERCK & CO INC NEW	COM	58933Y105	1578	35000	SH		OTHER	01
NRG ENERGY INC	COM NEW	629377508	3	118	SH		DEFINED	
OCCIDENTAL PETE CORP DEL	COM	674599105	2797	32500	SH		OTHER	01
PEPSICO INC	COM	713448108	3185	45000	SH		OTHER	01
PHILIP MORRIS INTL INC	COM	718172109	10793	120000	SH		OTHER	01
PHILLIPS 66	COM	718546104	1275	27500	SH		OTHER	01
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	5733	65000	SH		OTHER	01
PRAXAIR INC	COM	74005P104	1870	18000	SH		OTHER	01
PROCTER & GAMBLE CO	COM	742718109	4189	60400	SH		OTHER	01
RESOLUTE FST PRODS INC	COM	76117W109	44	3404	SH		DEFINED	
TARGET CORP	COM	87612E106	2666	42000	SH		OTHER	01
TCP CAP CORP	COM	87238Q103	11830	741225	SH		DEFINED	01
TCP CAP CORP	COM	87238Q103	11830	741225	SH		DEFINED	
TEXAS INSTRS INC	COM	882508104	1378	50000	SH		OTHER	01

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TIME WARNER CABLE INC	COM	88732J207	1188	12500 SH	OTHER	01
UNITED TECHNOLOGIES CORP	COM	913017109	611	7800 SH	OTHER	01
WALGREEN CO	COM	931422109	1822	50000 SH	OTHER	01
WAL-MART STORES INC	COM	931142103	3173	43000 SH	OTHER	01
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	3554	65000 SH	OTHER	01