

KEMPER Corp  
 Form 4  
 December 13, 2013

**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 \*  
**KONAR EDWARD JAMES**

(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)  
**12/11/2013**

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)  
 Vice President

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	(A) or (D)	Price			
Common Stock	12/11/2013		M		10,000	A	\$ 13.55	52,224	D	
Common Stock	12/11/2013		M		9,980	A	\$ 23.65	62,204	D	
Common Stock	12/11/2013		S		19,980	D	\$ 40.1598 (1)	42,224	D	
Common Stock	12/11/2013		S		3,000	D	\$ 40.03	0	I	By Wife
Common Stock	12/12/2013		S		3,000	D	\$ 40.0554	39,224	D	

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(2)

Common Stock	12/12/2013	M	2,520	A	\$ 23.65	41,744	D	
Common Stock	12/12/2013	S	2,520	D	\$ 40.0863	39,224	D	
Common Stock						6,298.59	I	By 401(k) Plan

(3)

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 <sup>(4)</sup>	\$ 13.55	12/11/2013		M	10,000	<sup>(5)</sup> 02/03/2009	02/03/2009	Common Stock	10,000
Employee Stock Option <sup>(4)</sup>	\$ 23.65	12/11/2013		M	9,980	<sup>(6)</sup> 02/02/2020	02/02/2020	Common Stock	9,980
Employee Stock Option <sup>(4)</sup>	\$ 23.65	12/12/2013		M	2,520	<sup>(6)</sup> 02/02/2020	02/02/2020	Common Stock	2,520

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONAR EDWARD JAMES ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President	

## Signatures

Edward J. Konar

12/13/2013

\*\*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) This is the weighted average sale price per share for these transactions executed on 12/11/13. These sales were executed in multiple lots at prices ranging from \$40.025 through \$40.32 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 a security holder of the issuer.

(2) This is the weighted average sale price per share for these transactions executed on 12/12/13. These sales were executed in multiple lots at prices ranging from \$40.05 through \$40.11 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 a security holder of the issuer.

(3) This is the weighted average sale price per share for these transactions executed on 12/12/13. These sales were executed in multiple lots at prices ranging from \$40.00 through \$40.14 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 a security holder of the issuer.

(4) Option to buy stock with tandem stock appreciation right.

(5) Option vests in four equal, consecutive annual installments beginning 8/3/2009.

(6) Option vests in four equal, consecutive annual installments beginning 8/2/2010.

(7) Following the last transaction reported in this table, the reporting person holds a total of 88,564 option shares under the Kemper Corporation equity compensation plans.

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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