

BOSCHELLI JOHN MICHAEL
 Form 4
 August 21, 2017

FORM 4

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

OMB APPROVAL

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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 *
BOSCHELLI JOHN MICHAEL

(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)
08/17/2017

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)
SVP & Chief Investment 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/17/2017 | | M | 15,000 | A \$ 36.47 | 37,612 | D |
| Common Stock | 08/17/2017 | | F | 12,490 (1) | D \$ 48.45 | 25,122 | D |
| Common Stock | 08/17/2017 | | M | 4,691 | A \$ 27.71 | 29,813 | D |
| Common Stock | 08/17/2017 | | F | 3,331 (1) | D \$ 48.45 | 26,482 | D |
| Common Stock | 08/17/2017 | | M | 9,089 | A \$ 42.8 | 35,571 | D |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|----------|--------|---|----------------|
| Common Stock | 08/17/2017 | F | 8,372 <u>(1)</u> | D | \$ 48.45 | 27,199 | D | |
| Common Stock | | | | | | 700.91 | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽²⁾ | \$ 36.47 | 08/17/2017 | | M | 15,000 | ⁽³⁾ 02/04/2024 | Common Stock | 0 | |
| Employee Stock Option ⁽²⁾ | \$ 27.71 | 08/17/2017 | | M | 4,691 | ⁽⁴⁾ 03/01/2026 | Common Stock | 14,075 | |
| Employee Stock Option ⁽²⁾ | \$ 42.8 | 08/17/2017 | | M | 9,089 | ⁽⁵⁾ 02/05/2018 | Common Stock | 0 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOSCHELLI JOHN MICHAEL
ONE EAST WACKER DRIVE
CHICAGO, IL 60601

SVP & Chief Investment Officer

Signatures

John. M. Boscheilli 08/21/2017

__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 shares vest in four equal consecutive annual installments beginning 08/04/2014.
- (4) Option shares vest in four equal consecutive annual installments beginning 09/01/2016.
- (5) Option shares vested on 06/06/2017.

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