McKinney James J. Form 4 February 14, 2019

## FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

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Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McKinney James J.			2. Issuer Name <b>and</b> Ticker or Trading Symbol KEMPER Corp [KMPR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
200 EAST RANDOLPH			02/13/2019	_X_ Officer (give title Other (specify			
STREET, SUITE 3300			02/13/2017	below) Senior Vice President and CFO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, IL 60601			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
				Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ad	cquired, Disposed of, or Beneficially Owned			

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/13/2019		M	5,038	A	\$ 40.2	22,331	D	
Common Stock	02/13/2019		F(1)	3,284	D	\$ 80.65	19,047	D	
Common Stock	02/13/2019		M	6,236	A	\$ 43.3	25,283	D	
Common Stock	02/13/2019		F(1)	4,194	D	\$ 80.65	21,089	D	

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

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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. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	ve 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)	\$ 40.2	02/13/2019		M	5,03	3 (3)	11/17/2026	Common Stock	5,038
Employee Stock Option (2)	\$ 43.3	02/13/2019		M	6,23	6 (4)	02/07/2027	Common Stock	6,236

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McKinney James J.

200 EAST RANDOLPH STREET

**SUITE 3300** 

CHICAGO, IL 60601

Senior Vice President and CFO

### **Signatures**

/s/Nanette H. Hoff, Attorney-in-Fact 02/14/2019

\*\*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 to pay the exercise price and/or taxes due in connection with the transaction.
- (2) Option to buy stock with tandem stock appreciation right.

Reporting Owners 2

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- (3) Shares vest in four equal consecutive annual installments beginning 05/17/2017.
- (4) Shares vest in four equal consecutive annual installments beginning 08/02/2017.

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.