

ROESKE RICHARD
Form 4
February 05, 2013

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 *
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)
02/02/2013

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 & / Principal 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/02/2013		F ⁽¹⁾	564 D \$ 33.63	55,281.155	D	
Common Stock	02/03/2012		A ⁽²⁾	210 A \$ 0	55,491.155	D	
Common Stock	02/03/2012		F ⁽³⁾	79 D \$ 33.63	55,412.155	D	
Common Stock	02/04/2013		A	1,600 ⁽⁴⁾ A \$ 0	57,012.155	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)	8. Amount or Number of Shares
Employee Stock Option	\$ 33.45	02/04/2013		A	8,000	<u>(5)</u> 02/04/2023	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROESKE RICHARD ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President &	Principal Accounting Officer

Signatures

Richard Roeske 02/05/2013
 **Signature of Date
 Reporting Person

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) Withholding of shares to satisfy tax withholding obligations due upon vesting of restricted stock.
- (2) Shares awarded under the Kemper Corporation 2011 Omnibus Equity Plan pursuant to the 2010 restricted stock award granted to the reporting person.
- (3) Withholding of shares to satisfy tax withholding obligations due upon granting of the award.
- (4) Award of restricted stock under the Kemper Corporation 2011 Omnibus Equity Plan ("Plan"), subject to forfeiture and other restrictions until vested pursuant to the Plan and the award agreement.
- (5) Option vests in four equal, consecutive annual installments beginning 8/4/2013.

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- (6) Following the last transaction reported in this table, the reporting person holds a total of 115,556 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. 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.