### Edgar Filing: Bateman Robert H. - Form 4

Bateman Ro	bert H.										
Form 4	0										
July 02, 201	ΠΛ								OMB AF	PROVAL	
	UNITED	STATES			ND EXCH D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check th	ger			0					Expires:	January 31, 2005	
Subject to Section 16. Form 4 or				IGES IN BENEFICIAL OWN SECURITIES					Estimated average burden hours per response		
obligatio may con See Instr 1(b).	tinue. Section 17(a	a) of the l	Public U	tility Holo		any A	Act of	Act of 1934, 1935 or Sectior )	1		
(Print or Type ]	Responses)										
Bateman Robert H. Sym INF			Symbol INFINI	NFINITY PROPERTY &				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		<b>6</b> . 1. 11. \			RP [IPCC]			D'	100	0	
(Mon			(Month/E	. Date of Earliest Transaction Month/Day/Year) 7/02/2018				Director 10% Owner XOfficer (give title Other (specify below) below) Executive VP, CFO & Treasurer			
	(Street)		4. If Ame	ndment, Da	te Original			6. Individual or Joi	int/Group Filin	g(Check	
BIRMING	HAM, AL 35203		Filed(Mor	nth/Day/Year	)			Applicable Line) _X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative Se	curitie		iired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/02/2018			D <u>(1)</u>	7,471	D	<u>(1)</u>	6,639.23 <u>(2)</u>	D		
Common Stock	07/02/2018			A <u>(3)</u>	9,653	А	<u>(3)</u>	16,292.23	D		
Common Stock	07/02/2018			D <u>(3)</u>	9,653	D	<u>(3)</u>	6,639.23	D		
Common Stock	07/02/2018			D <u>(4)</u>	6,639.23	D	<u>(4)</u>	0	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. Mumber	6. Date Exerce Expiration Date		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Under Securi (Instr.		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Bateman Robert H. 2201 4TH AVENUE NORTH BIRMINGHAM, AL 35203			Executive VP, CFO & Treasurer				
Signatures							

/s/ James H. Romaker, by Power of Attorney

\*\*Signature of Reporting Person

07/02/2018

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).

Pursuant to the Agreement and Plan of Merger, dated as of February 13, 2018 (the "Merger Agreement"), by and among Kemper Corporation ("Kemper"), Vulcan Sub, Inc., a wholly owned subsidiary of Kemper ("Sub"), and Infinity Property and Casualty

- (1) Corporation (the "Company"), these restricted shares of common stock of the Company, no par value per share ("Company Common Stock"), were cancelled without any acceleration of vesting effective as of the effective time of the merger of the Company and Sub (the "Merger") and exchanged for the right to receive a number of restricted stock units of Kemper equal to the number of cancelled restricted shares multiplied by 2.0031, without interest and less any applicable withholding of taxes.
- (2) Includes 150.23 shares acquired through a dividend reinvestment plan, including 32.7 shares acquired since March 15, 2018.
- (3) Pursuant to the Merger Agreement, outstanding Company performance share units became fully vested at the effective time of the Merger in accordance with the terms of the Merger Agreement and then converted into the right to receive a number of shares of common stock of Kemper, par value \$0.01 per share ("Kemper Common Stock"), equal to the target number of shares of Company Common Stock

#### Edgar Filing: Bateman Robert H. - Form 4

underlying the vested Company performance share units multiplied by 2.0031, without interest and less any applicable withholding for taxes.

Pursuant to the Merger Agreement, effective as of the effective time of the Merger, these shares of Company Common Stock were converted into the right to receive, at the election of the stockholder, (i) \$51.60 in cash and 1.2019 shares of Kemper Common Stock,

(4) without interest and less any applicable withholding for taxes, (ii) \$129.00 in cash, without interest and less any applicable withholding for taxes, or (iii) \$49.58 in cash and 1.2332 shares of Kemper Common Stock, without interest and less any applicable withholding for taxes.

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 (15) (11) Common Stock 37,242 37,242 D a currently valid OMB number. Restricted Stock Units -4 (12) Restricted Stock Units -5<sup>(12)</sup> (16) (11) Common Stock 24,957 24,957 D Restricted Stock Units -6 (12) (17) (11) Common Stock 23,573 23,573 D

# **Reporting Owners**

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other Yetto Kristin A C/O EBAY INC. SVP, Chief People Officer 2145 HAMILTON AVE. SAN JOSE, CA 95125

## Signatures

Kristin Ann Yetto	03/02/2016			
<u>**</u> 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).
- The reporting person was granted 15,451 restricted stock units as a result of the company's achievement of certain performance criteria (1) for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units). 50% of the shares vested on the date of grant and the remainder will vest on 3/1/17.
- Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 7,726 restricted stock units granted (2) to the Reporting Person on 3/1/16 as a result of the company's achievement of certain performance criteria for 2014/2015 (the award was originally allocated to the reporting person as performance-based restricted stock units)(see footnote 1).

Represents shares reacquired to satisfy tax withholding obligations in connection with the vesting of 5,001 restricted stock units granted (3) to the Reporting Person on 3/2/15 as a result of the company's achievement of certain performance criteria for 2013/2014 (the award was originally allocated to the reporting person as performance-based restricted stock units).

- (4) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 9/1/11 and 1/48th per month thereafter.
- The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/12 and 1/48th per month thereafter. (5)
- The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/13 and 1/48th per month thereafter. (6)
- The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/14 and 1/48th per month thereafter. (7)
- (8) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 10/1/15 and 1/48th per month thereafter.
- (9) The option grant is subject to a four-year vesting schedule, vesting 12.5% on 1/17/16 and 1/48th per month thereafter.
- (10)The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2013 and 25% each year thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock

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#### Edgar Filing: Bateman Robert H. - Form 4

units that have vested.

- (11) Not Applicable.
- (12) Each restricted stock unit represents a contingent right to receive one share of eBay's common stock.

The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2014 and 25% each year
(13) thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2015 and 25% each year
(14) thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 6/15/15 and 25% each year(15) thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 25% on 4/1/2016 and 25% each year(16) thereafter. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

(17) The reporting person received restricted stock units subject to a four-year vesting schedule, vesting 100% on 7/17/18. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

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