

Lynch Denise Idell  
 Form 4  
 February 05, 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 \*  
 Lynch Denise Idell

2. Issuer Name and Ticker or Trading Symbol  
 KEMPER Corp [KMPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 ONE EAST WACKER DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/02/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Group Executive

CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)	
				(A) or (D)	Price			
Common Stock	02/02/2013		F <sup>(1)</sup>	940	D	\$ 33.63	24,102	D
Common Stock	02/02/2013		A <sup>(2)</sup>	420	A	\$ 0	24,522	D
Common Stock	02/02/2013		F <sup>(3)</sup>	111	D	\$ 33.63	24,411	D
Common Stock	02/03/2013		F <sup>(1)</sup>	4,089	D	\$ 33.63	20,322	D
Common Stock	02/04/2013		A <sup>(4)</sup>	4,000	A	\$ 0	24,322	D

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock	\$ 33.45	02/04/2013		A	20,000	<u>(5)</u>	02/04/2023	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Denise Idell ONE EAST WACKER DRIVE CHICAGO, IL 60601			Group Executive	

## Signatures

Denise I. Lynch                      02/05/2013

\_\_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) 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.
- (6)

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Following the last transaction reported in this table, the reporting person holds a total of 65,000 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.