

BOSCHELLI JOHN MICHAEL  
Form 4  
February 20, 2019

**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

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)  
200 EAST RANDOLPH STREET, SUITE 3300

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & Chief Investment Officer

(Street)  
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | M                              | 3,750 A \$ 36.17                                                  | 18,186                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | F                              | 2,326 (1) D \$ 80.96                                              | 15,860                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | M                              | 4,691 A \$ 27.71                                                  | 20,551                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | F                              | 2,509 (1) D \$ 80.96                                              | 18,042                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | M                              | 11,085 A \$ 43.3                                                  | 29,127                                                                                        | D                                                        |                                                       |

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|              |            |   |                     |   |          |        |   |                |
|--------------|------------|---|---------------------|---|----------|--------|---|----------------|
| Common Stock | 02/15/2019 | F | 7,439<br><u>(1)</u> | D | \$ 80.96 | 21,688 | D |                |
| Common Stock |            |   |                     |   |          | 702.45 | I | By 401(k) Plan |

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.**

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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                      |        |
| Employee Stock Option <sup>(2)</sup>       | \$ 36.17                                               | 02/15/2019                           |                                                    | M                              | 3,750                                                                                   | <u>(3)</u>                                               | 02/04/2025                                                    | Common Stock               | 3,750  |
| Employee Stock Option <sup>(2)</sup>       | \$ 27.71                                               | 02/15/2019                           |                                                    | M                              | 4,691                                                                                   | <u>(4)</u>                                               | 03/01/2026                                                    | Common Stock               | 4,691  |
| Employee Stock Option <sup>(2)</sup>       | \$ 43.3                                                | 02/15/2019                           |                                                    | M                              | 11,085                                                                                  | <u>(5)</u>                                               | 02/07/2027                                                    | Common Stock               | 11,085 |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                                |       |
|---------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                        | Other |
| BOSCHELLI JOHN MICHAEL<br>200 EAST RANDOLPH STREET<br>SUITE 3300<br>CHICAGO, IL 60601 |               |           | SVP & Chief Investment Officer |       |

## Signatures

/s/Nanette H. Hoff,  
Attorney-in-Fact

02/20/2019

\_\_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.
  - (3) Shares vested in four equal consecutive annual installments beginning 8/4/2015.
  - (4) Shares vest in four equal consecutive annual installments beginning 9/1/2016.
  - (5) Shares vest in four equal consecutive annual installments beginning 8/7/2017.

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