

Godwin Glen
Form 4
July 02, 2018

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 *
Godwin Glen

2. Issuer Name and Ticker or Trading Symbol
INFINITY PROPERTY & CASUALTY CORP [IPCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2201 4TH AVENUE NORTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

BIRMINGHAM, AL 35203

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)
			Code	V Amount (A) or (D) Price			
Common Stock	06/13/2018		G ⁽¹⁾	V 412 D <u>(1)</u> 70,022.13 ⁽²⁾	D		
Common Stock	07/02/2018		D ⁽³⁾	7,500 D <u>(3)</u> 62,522.13	D		
Common Stock	07/02/2018		A ⁽⁴⁾	9,653 A <u>(4)</u> 72,175.13	D		
Common Stock	07/02/2018		D ⁽⁴⁾	9,653 D <u>(4)</u> 62,522.13	D		
Common Stock	07/02/2018		D ⁽⁵⁾	62,522.13 D <u>(5)</u> 0	D		

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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 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, (5) without interest and less any applicable withholding for taxes, (ii) \$129.00 in cash, without interest and less any applicable withholding for taxes, of (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 a currently valid OMB number.