

INFINITY PROPERTY & CASUALTY CORP
 Form 4
 July 29, 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 *
GOBER JAMES R

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)
 3700 COLONNADE PARKWAY,
 SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/26/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

BIRMINGHAM, AL 35243

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	07/26/2013		F(1)	14,500	D	\$ 66.545 (2)	104,463.76 (3)	D	
Common Stock	07/26/2013		M	25,000	A	\$ 33.58	129,463.76 (3)	D	

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.58	07/26/2013		M	25,000	⁽⁴⁾ 02/13/2014	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOBER JAMES R 3700 COLONNADE PARKWAY, SUITE 600 BIRMINGHAM, AL 35243	X		Chairman, CEO and President	

Signatures

/s/ James H. Romaker, By Power of Attorney
07/29/2013

**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).
- As permitted under the terms of the Second Amended and Restated 2002 Stock Option Plan (the "Plan"), the reporting person surrendered
- (1) 14,500 shares of common stock owned by the reporting person as partial consideration of the exercise price of the employee stock options and satisfaction of tax withholding obligations arising from the exercise of such options.
 - (2) Pursuant to the terms of the Plan, the price was determined by reference to the average of the closing bid and ask prices on the last trading day prior thereto.
 - (3) Includes 1005.64 shares acquired through the company's employee stock purchase plan, including 4.98 shares acquired subsequent to April 15, 2013.
 - (4) The option grant vested in five equal annual installments beginning on February 13, 2005, the first anniversary of the grant date.

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.