

CONNER DAVID E
Form 4
February 19, 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 *
CONNER DAVID E

2. Issuer Name and Ticker or Trading Symbol
UNITED FIRE GROUP INC
[UFCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP/Chief Claims Officer

(Last) (First) (Middle)
118 SECOND AVENUE SE, P.O. BOX 73909

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

CEDAR RAPIDS, IA 52407-3909

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/15/2013 | | A ⁽¹⁾ | | 1,335 | A | \$ 23.96 ⁽²⁾ 4,436 ⁽³⁾ D |
| Common Stock | 02/15/2013 | 02/19/2013 ⁽⁴⁾ | P ⁽⁵⁾ | V ⁽⁶⁾ | 6 ⁽⁷⁾ | A | \$ 23.96 ⁽⁸⁾ 1,611 ⁽⁹⁾ I By 401(k) Plan for Self |
| Common Stock | | | | | | | 368 I By Issuer's Employee Stock Ownership Plan for |

self

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

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SEC 1474
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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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 23.96 ⁽¹⁰⁾ | 02/15/2013 | | A | 4,684 | ⁽¹¹⁾ 02/15/2023 | Common Stock | 4,684 |
| Stock Option (right to buy) | \$ 20.54 | | | | | ⁽¹²⁾ 02/18/2021 | Common Stock | 4,559 |
| Stock Option (right to buy) | \$ 22.42 | | | | | ⁽¹³⁾ 05/19/2020 | Common Stock | 3,000 |
| Stock Option (right to buy) | \$ 33.43 | | | | | ⁽¹⁴⁾ 05/21/2018 | Common Stock | 4,485 |
| Stock Option (right to buy) | \$ 35.23 | | | | | ⁽¹⁵⁾ 02/16/2017 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 39.13 | | | | | ⁽¹⁵⁾ 02/17/2016 | Common Stock | 2,500 |

| | | | | | |
|--------------------------------------|----------|------|------------|-----------------|-------|
| Stock Option (right to buy) | \$ 32.39 | (15) | 02/18/2015 | Common Stock | 2,500 |
| Stock Option (right to buy) | \$ 21.66 | (15) | 02/20/2014 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONNER DAVID E 118 SECOND AVENUE SE P.O. BOX 73909 CEDAR RAPIDS, IA 52407-3909 | | | VP/Chief Claims Officer | |

Signatures

/s/ David E. Conner by Dianne M. Lyons,
Attorney-in-Fact

02/19/2013

__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) This transaction represents a grant of restricted stock shares to the Reporting Person under the Issuer's 2008 Stock Plan.
- (2) The price per share is the closing price of the Issuer's common stock on the date of the reported transaction.
- (3) The total number of securities beneficially held directly by the Reporting Person following the reported transaction includes: 1,226 shares of restricted stock issued under the Issuer's 2008 Stock Plan which vest, subject to certain conditions on 05/21/2013; 1,875 shares of restricted stock issued under the Issuer's 2008 Stock Plan which vest, subject to certain conditions, on 02/18/2016 and 1,335 shares of restricted stock issued under the Issuer's 2008 Stock Plan which vest, subject to certain conditions on 02/15/2018.
- (4) The deemed execution date of this transaction is the statement date as provided by the Issuer's 401(k) Plan trustee/administrator.
- (5) Shares acquired through payroll deduction and participation in Issuer's 401(k) Plan.
- (6) This transaction qualifies as a non-discretionary transaction from a tax-qualified plan and is voluntarily reported on Form 4.
- (7) Represents the approximate number of shares acquired by the trustee/administrator of the Issuer's 401(k) Plan for the Reporting Person's benefit, based on a statement of the trustee/administrator.
- (8) The price per share is based on a statement provided by the Issuer's 401(k) Plan trustee/administrator.
- (9) The number of securities shown as being held in or acquired or disposed of by the Issuer's 401(k) account for the Reporting Person's benefit is the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under the 401(k) plan. Such shares are not directly allocated to plan participants, but are instead held in a unitized fund consisting primarily of common stock, together with a small percentage of short-term investments. Participants acquire units of this fund.
- (10) The exercise price of these stock options represents the closing price of the Issuer's common stock on the grant date.
- (11) 3,748 options that become exercisable in four equal installments of 937 options each on 02/15/2014, 02/15/2015, 02/16/2016 and 02/17/2017; and 936 options that become exercisable on 02/15/2018.
- (12)

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1,924 options currently exercisable; 1,924 options become exercisable in two equal installments of 962 options each on 02/18/2014 and 02/18/2015; and 961 options become exercisable 02/18/2016.

- (13) 1,200 options currently exercisable; 1,800 options become exercisable in three equal installments of 600 options each on 05/19/2013, 05/19/2014 and 05/19/2015.
- (14) 3,588 options currently exercisable and 897 options become exercisable on 05/21/2013.
- (15) All options currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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