

SIMON SAMUEL J

Form 4

September 18, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMON SAMUEL J

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Executive VP & General Counsel

(Street)
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 (1)	(A) or (D) Price \$ (2)	
Common Stock	09/17/2012		F		1,892 (1)	D 61.79 (2)	39,804 D
Common Stock	09/17/2012		M		7,308	A \$ 16	47,112 D

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

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information contained in this form are not
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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16	09/17/2012		M	7,308	<u>(3)</u> 02/18/2013	Common Stock	7,308

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMON SAMUEL J 3700 COLONNADE PARKWAY, SUITE 600 BIRMINGHAM, AL 35243	X		Executive VP & General Counsel	

Signatures

/s/ James H. Romaker, By Power of Attorney
09/18/2012

**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) As permitted under the terms of the Second Amended and Restated 2002 Stock Option Plan (the "Plan"), the reporting person surrendered 1,892 shares of common stock owned by the reporting person as partial consideration of the exercise price of the Employee Stock Option.
- (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 date prior thereto.
- (3) The option grant vested in five equal annual installments beginning on February 18, 2004, 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.

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