

INFINITY PROPERTY & CASUALTY CORP  
Form 8-K  
May 21, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Act of 1934**

**Date of Report (Date of earliest event reported): May 20, 2008**

**INFINITY PROPERTY AND CASUALTY CORPORATION**

(Exact name of Registrant as specified in its Charter)

**Ohio**  
(State or Other Jurisdiction

**000-50167**  
(Commission File Number)

**03-0483872**  
(IRS Employer

of Incorporation)

**3700 Colonnade Parkway, Birmingham, Alabama 35243**

Identification No. )

(Address of Principal Executive Offices) (Zip Code)

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(205) 870-4000

Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 20, 2008, the Board of Directors approved amendments to the 2002 Stock Option Plan and the 2008 Performance Share Plan. The 2002 Stock Option Plan was amended to prohibit any future grant of stock options from this Plan after May 20, 2008. The Registrant has not granted any stock options since 2004. The 2008 Performance Share Plan, which was approved by the shareholders at the annual meeting of shareholders held on May 20, 2008, was amended to reduce the number of shares of common stock that may be issued under this Plan from 1,000,000 to 500,000.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. See Exhibit Index immediately following the signature page hereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

INFINITY PROPERTY AND CASUALTY  
CORPORATION

BY: /s/ Samuel J. Simon  
Samuel J. Simon  
Executive Vice President, General Counsel and  
Secretary

May 21, 2008

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amended and Restated 2002 Stock Option Plan
10.2	Amended and Restated 2008 Performance Share Plan