

INFINITY PROPERTY & CASUALTY CORP  
 Form 4  
 August 06, 2014

**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 \*  
 Pitrone Scott C

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr. VP, Product Management

(Last) (First) (Middle)  
 3700 COLONNADE PARKWAY,  
 SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/04/2014

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 Ownership (Instr. 4) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price            |
| Common Stock                    | 08/04/2014                           |  | F                              | D   | 6,799<br>(1)  | D  |  | \$ 65.975<br>(2) |
| Common Stock                    | 08/05/2014                           |  | A                              | A   | 9,084<br>(4)  | A  |  | \$ 0             |
|                                 |                                      |  |                                |   |   |  |  | 39,843.35 (3)    |
|                                 |                                      |  |                                |   |   |  |  | 48,927.35 (3)    |

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

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 (9-02)

**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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Pitrone Scott C<br>3700 COLONNADE PARKWAY, SUITE 600<br>BIRMINGHAM, AL 35243 |               |           | Sr. VP, Product Management |       |

## Signatures

/s/ James H. Romaker, By Power of Attorney  
Date: 08/06/2014

\*\*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) Represents the surrender of shares to satisfy tax withholding obligations arising from the vesting of restricted stock granted under the Amended 2002 Restricted Stock Plan.
- (2) Represents the average of the intraday high and low trading price on August 4, 2014.  
Includes 1,425.64 shares acquired through the company's employee stock purchase plan, including 32.93 shares acquired subsequent to April 15, 2014, and 907.71 shares acquired through a dividend reinvestment plan, including 144.13 shares acquired subsequent to April 15, 2014.
- (4) Represents a grant of restricted stock vesting on August 5, 2017 and subject to the terms of the Amended and Restated 2013 Stock Incentive Plan.

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.