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KEMPER Corp
Form 13F-HR
August 13, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2012

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: KEMPER CORPORATION
Address: One East Wacker Drive, 9th Floor
Chicago, IL 60601

13F File Number: 028-02715

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Richard Roeske
Title: Vice President
Phone: 312-661-4600

Signature, Place, and Date of Signing:

/s/ Richard Roeske Chicago, IL August 13, 2012

KEMPER CORPORATION FORMERLY REPORTED UNDER THE NAME UNITRIN INC.

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
Form 13F Information Table Entry Total: 48
Form 13F Information Table Value Total: \$255,448 (thousands)

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List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

| | | |
|-----|-----------------|-------------------------------------|
| No. | 13F File Number | Name |
| 01 | 028-00121 | TRINITY UNIVERSAL INSURANCE COMPANY |

| FORM 13F INFORMATION TABLE | | | | | | | | |
|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|-------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | OTH MANA |
| ABBOTT LABS | COM | 002824100 | 3868 | 60000 | SH | | OTHER | 01 |
| AIR PRODS & CHEMS INC | COM | 009158106 | 969 | 12000 | SH | | OTHER | 01 |
| ALTRIA GROUP INC | COM | 02209S103 | 4146 | 120000 | SH | | OTHER | 01 |
| APPLE INC | COM | 037833100 | 1402 | 2400 | SH | | OTHER | 01 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 1948 | 35000 | SH | | OTHER | 01 |
| BANK OF AMERICA CORPORATION | 7.25%CNV PFD L | 060505682 | 244 | 250 | SH | | DEFINED | 01 |
| BARCLAYS BANK PLC | ADS7.75%PFD S4 | 06739H511 | 13062 | 520000 | SH | | DEFINED | |
| BLACKROCK INC | COM | 09247X101 | 1053 | 6200 | SH | | OTHER | 01 |
| CATERPILLAR INC DEL | COM | 149123101 | 3057 | 36000 | SH | | OTHER | 01 |
| CHEVRON CORP NEW | COM | 166764100 | 6858 | 65000 | SH | | OTHER | 01 |
| CIT GROUP INC | COM NEW | 125581801 | 217 | 6099 | SH | | DEFINED | |
| CIT GROUP INC | COM NEW | 125581801 | 33 | 927 | SH | | DEFINED | |
| COCA COLA CO | COM | 191216100 | 7819 | 100000 | SH | | OTHER | 01 |
| CONOCOPHILLIPS | COM | 20825C104 | 3073 | 55000 | SH | | OTHER | 01 |
| DISNEY WALT CO | COM DISNEY | 254687106 | 315 | 6500 | SH | | OTHER | 01 |
| ENTERPRISE PRODS PARTNERS L | COM | 293792107 | 3843 | 75000 | SH | | OTHER | 01 |
| EXXON MOBIL CORP | COM | 30231G102 | 9413 | 110000 | SH | | OTHER | 01 |
| FIFTH STREET FINANCE CORP | COM | 31678A103 | 7352 | 736689 | SH | | DEFINED | 01 |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 2044 | 60000 | SH | | OTHER | 01 |
| INTEL CORP | COM | 458140100 | 1999 | 75000 | SH | | OTHER | 01 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 4498 | 23000 | SH | | OTHER | 01 |
| ISHARES TR | IBOXX INV CPBD | 464287242 | 29398 | 250000 | SH | | DEFINED | 01 |
| ISHARES TR | IBOXX INV CPBD | 464287242 | 5292 | 45000 | SH | | DEFINED | |
| ISHARES TR | IBOXX INV CPBD | 464287242 | 63499 | 540000 | SH | | DEFINED | |
| JOHNSON & JOHNSON | COM | 478160104 | 4391 | 65000 | SH | | OTHER | 01 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 2287 | 64000 | SH | | OTHER | 01 |
| KRAFT FOODS INC | CL A | 50075N104 | 3283 | 85000 | SH | | OTHER | 01 |
| LAUDER ESTEE COS INC | CL A | 518439104 | 893 | 16500 | SH | | OTHER | 01 |
| MCDONALDS CORP | COM | 580135101 | 4692 | 53000 | SH | | OTHER | 01 |
| MERCK & CO INC NEW | COM | 58933Y105 | 1461 | 35000 | SH | | OTHER | 01 |
| NRG ENERGY INC | COM NEW | 629377508 | 2 | 118 | SH | | DEFINED | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 2788 | 32500 | SH | | OTHER | 01 |
| PEPSICO INC | COM | 713448108 | 3180 | 45000 | SH | | OTHER | 01 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 10471 | 120000 | SH | | OTHER | 01 |
| PHILLIPS 66 | COM | 718546104 | 914 | 27500 | SH | | OTHER | 01 |
| PLAINS ALL AMERN PIPELINE L | UNIT LTD PARTN | 726503105 | 5253 | 65000 | SH | | OTHER | 01 |
| PRAXAIR INC | COM | 74005P104 | 1957 | 18000 | SH | | OTHER | 01 |
| PROCTER & GAMBLE CO | COM | 742718109 | 3700 | 60400 | SH | | OTHER | 01 |
| RESOLUTE FST PRODS INC | COM | 76117W109 | 39 | 3404 | SH | | DEFINED | |
| TARGET CORP | COM | 87612E106 | 2444 | 42000 | SH | | OTHER | 01 |
| TCP CAP CORP | COM | 87238Q103 | 10718 | 741225 | SH | | DEFINED | 01 |
| TCP CAP CORP | COM | 87238Q103 | 10718 | 741225 | SH | | DEFINED | |
| TEXAS INSTRS INC | COM | 882508104 | 1435 | 50000 | SH | | OTHER | 01 |
| TIME WARNER CABLE INC | COM | 88732J207 | 1026 | 12500 | SH | | OTHER | 01 |

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|--------------------------|--------------|-----------|------|----------|-------|----|
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 521 | 6900 SH | OTHER | 01 |
| WALGREEN CO | COM | 931422109 | 1479 | 50000 SH | OTHER | 01 |
| WAL-MART STORES INC | COM | 931142103 | 2998 | 43000 SH | OTHER | 01 |
| WILLIAMS PARTNERS L P | COM UNIT L P | 96950F104 | 3396 | 65000 SH | OTHER | 01 |