SIMON SAMUEL J

Form 4

February 24, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INFINITY PROPERTY & CASUALTY CORP [IPCC]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Exec. VP and Director

INFINITY PROPERTY & CASUALTY CORPORATION, 3700 **COLONNADE PARKWAY**

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

02/22/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

BIRMINGHAM, AL 35243

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

02/22/2006

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

3,058 \$ F D $11,525 \frac{(1)}{2}$ D (1) 38.835

Common Stock

Common

Stock

3,125 D

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

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(9-02)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------------|------------|---------------|-----------------|-------------------|------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) |) (Instr. 8) Derivative | | | Securi | ities | (Instr. 5) | Bene | |
| | Derivative | | | Securities Acquired | | | (Instr. | 3 and 4) | | Own | |
| | Security | | | | | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date | Expiration Date | or Title Numbe | | | |
| | | | | | | Exercisable | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

R

| Reporting Owner Name / Address | | | | |
|--------------------------------|----------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

SIMON SAMUEL J INFINITY PROPERTY & CASUALTY CORPORATION 3700 COLONNADE PARKWAY BIRMINGHAM, AL 35243

X Exec. VP and Director

Relationships

Signatures

/s/ Samuel J. 02/24/2006 Simon

**Signature of Date
Reporting Person

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) Restricted stock granted pursuant to Infinity's 2002 Restricted Stock 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.

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