

UNITRIN INC
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SOUTHWELL DONALD GENE

(Last) (First) (Middle)
ONE EAST WACKER DRIVE
(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITRIN INC [UTR]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price		
Common Stock	05/07/2006		M		5,218 A \$ 43.1	D	
Common Stock	05/07/2006		M		18,420 A \$ 43.85	D	
Common Stock	05/07/2006		M		35,000 A \$ 44.37	D	
Common Stock	05/07/2006		M		3,576 A \$ 44.5	D	
Common Stock	05/07/2006		F		58,258 (1) D \$ 48.5	D	

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

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SEC 1474
(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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Employee Stock Options ⁽²⁾	\$ 43.1	05/07/2006		M		5,218	08/01/2005	02/01/2015	Common Stock	5,218
Employee Stock Options ⁽²⁾	\$ 48.5	05/07/2006		A		4,808	11/07/2006	02/01/2015	Common Stock	4,808
Employee Stock Options ⁽²⁾	\$ 43.85	05/07/2006		M		426	08/05/2004	05/03/2010	Common Stock	426
Employee Stock Options ⁽²⁾	\$ 48.5	05/07/2006		A		397	11/07/2006	05/03/2010	Common Stock	397
Employee Stock Options ⁽²⁾	\$ 43.85	05/07/2006		M		5,822	08/05/2004	05/03/2010	Common Stock	5,822
Employee Stock Options ⁽²⁾	\$ 48.5	05/07/2006		A		5,427	11/07/2006	05/03/2010	Common Stock	5,427
Employee Stock Options ⁽²⁾	\$ 43.85	05/07/2006		M		12,172	08/05/2004	02/05/2013	Common Stock	12,172
Employee Stock Options ⁽²⁾	\$ 48.5	05/07/2006		A		11,347	11/07/2006	02/05/2013	Common Stock	11,347
Employee Stock Options ⁽²⁾	\$ 44.37	05/07/2006		M		35,000	08/03/2005	02/03/2014	Common Stock	35,000
	\$ 48.5	05/07/2006		A		32,896	11/07/2006	02/03/2014		32,896

Employee Stock Options ⁽²⁾								Common Stock	
Employee Stock Options ⁽²⁾	\$ 44.5	05/07/2006	M	3,576	08/05/2005	05/02/2011		Common Stock	3
Employee Stock Options ⁽²⁾	\$ 48.5	05/07/2006	A	3,383	11/07/2006	05/02/2011		Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOUTHWELL DONALD GENE ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		President, COO	

Signatures

Scott Renwick,
Attorney-in-Fact

05/09/2006

 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) This reflects shares withheld or surrendered, either actually or constructively, to the Issuer in payment of the exercise price and/or taxes due in connection with the exercise of options disclosed in Table II.
- (2) Rights to buy.
- (3) Following the last transaction reported in this table, the reporting person holds a total of 458,063 options under the Unitrin, Inc. employee stock option plans.

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.