

UNITRIN INC
Form 4
December 20, 2006

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 *
JEROME JERROLD V

(Last) (First) (Middle)
41 COUNTRY MEADOW ROAD
(Street)

ROLLING HILLS
ESTATES, CA 90274

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/18/2006 | | A | V | 4,000 | \$ 39.15 | 290,915 D |
| Common Stock | 12/18/2006 | | A | V | 2,342 | \$ 43.25 | 293,257 D |
| Common Stock | 12/18/2006 | | A | V | 4,000 | \$ 47.89 | 297,257 D |
| Common Stock | 12/18/2006 | | F | (1) | 8,898 | \$ 50.5 | 288,359 D |

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Employee Director Stock Options ⁽²⁾ | \$ 39.15 | 12/18/2006 | | M | | 4,000 | | 05/05/2005 | 05/05/2014 | Common Stock |
| Non-Employee Director Stock Options ⁽²⁾ | \$ 50.5 | 12/18/2006 | | A | | 3,100 | | 06/18/2007 | 05/05/2014 | Common Stock |
| Non-Employee Director Stock Options ⁽²⁾ | \$ 43.25 | 12/18/2006 | | M | | 2,342 | | 04/07/2005 | 05/07/2013 | Common Stock |
| Non-Employee Director Stock Options ⁽²⁾ | \$ 50.5 | 12/18/2006 | | A | | 2,005 | | 06/18/2007 | 05/07/2013 | Common Stock |
| Non-Employee Director Stock Options ⁽²⁾ | \$ 47.89 | 12/18/2006 | | M | | 4,000 | | 05/04/2006 | 05/04/2015 | Common Stock |
| Non Employee Director Stock Options ⁽²⁾ | \$ 50.5 | 12/18/2006 | | A | | 3,793 | | 06/18/2007 | 05/04/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JEROME JERROLD V 41 COUNTRY MEADOW ROAD ROLLING HILLS ESTATES, CA 90274 | X | | | |

Signatures

Jerrold V.
Jerome

12/19/2006

__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 under the Unitrin, Inc. 1995 Non-Employee Director Stock Option Plan.
 - (3) Reporting person holds a total of 66,689 options under one or more Unitrin 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.