

UNITRIN INC
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

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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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(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

