

UNITRIN INC
Form 4
November 14, 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 *
DRAUT ERIC JOHN

(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)
11/13/2006

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)
Executive Vice President & CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/13/2006		M		4,939 A \$ 44.45	105,909 ⁽²⁾	D
Common Stock	11/13/2006		M		8,588 A \$ 44.45	114,497 ⁽²⁾	D
Common Stock	11/13/2006		M		20,900 A \$ 44.37	135,397 ⁽²⁾	D
Common Stock	11/13/2006		M		1,196 A \$ 45.33	136,593 ⁽²⁾	D
Common Stock	11/13/2006		M		644 A \$ 45.83	137,237 ⁽²⁾	D

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Common Stock	11/13/2006	M	8,506	A	\$ 45.83	145,743 ⁽²⁾	D
Common Stock	11/13/2006	F	42,829 ⁽¹⁾	D	\$ 48.16	102,914 ⁽²⁾	D

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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽³⁾	\$ 44.45	11/13/2006		M			4,939	08/11/2004	05/05/2009	Common Stock	4,939
Employee Stock Options ⁽³⁾	\$ 48.16	11/13/2006		A		4,708		05/13/2007	05/05/2009	Common Stock	4,708
Employee Stock Options ⁽³⁾	\$ 44.45	11/13/2006		M			8,588	08/11/2004	02/05/2013	Common Stock	8,588
Employee Stock Options ⁽³⁾	\$ 48.16	11/13/2006		A		8,186		05/13/2007	02/05/2013	Common Stock	8,186
Employee Stock Options ⁽³⁾	\$ 44.37	11/13/2006		M			20,900	08/03/2006	02/03/2014	Common Stock	20,900
Employee Stock Options ⁽³⁾	\$ 48.16	11/13/2006		A		19,903		05/13/2007	02/03/2014	Common Stock	19,903
Employee Stock Options ⁽³⁾	\$ 45.33	11/13/2006		M			1,196	08/08/2005	05/14/2007	Common Stock	1,196
Employee Stock	\$ 48.16	11/13/2006		A		1,152		05/13/2007	05/14/2007	Common Stock	1,152

Options ⁽³⁾

Employee
Stock

\$ 45.83

11/13/2006

M

644

05/06/2005 05/14/2007

Common
Stock

Options ⁽³⁾

Employee
Stock

\$ 48.16

11/13/2006

A

624

05/13/2007 05/14/2007

Common
Stock

Options ⁽³⁾

Employee
Stock

\$ 45.83

11/13/2006

M

8,506

05/06/2005 05/13/2008

Common
Stock

Options ⁽³⁾

Employee
Stock

\$ 48.16

11/13/2006

A

8,256

05/13/2007 05/13/2008

Common
Stock

Options

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRAUT ERIC JOHN ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		Executive Vice President & CFO	

Signatures

Eric J. Draut

11/14/2006

**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) Included in the total are 20,000 shares of restricted stock subject to forfeiture and other restrictions until vesting on 9/1/2010.
- (3) Rights to buy.
- (4) Following the last transaction reported in this table, the reporting person holds a total of 377,079 options under Unitrin, Inc. 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.

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