

UNITRIN INC
Form 4
November 17, 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)
11/16/2006

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, CEO

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)
				(A) or (D)	Price		
Common Stock	11/15/2006		G	V	3,200	D	\$ 0 106,544
Common Stock	11/16/2006		M		1,410	A	\$ 45.19 107,954
Common Stock	11/16/2006		M		5,369	A	\$ 46.14 113,323
Common Stock	11/16/2006		M		3,452	A	\$ 46.14 116,775
Common Stock	11/16/2006		M		28,270	A	\$ 44.5 145,045

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Common Stock	11/16/2006	M	1,866	A	\$ 45.19	146,911	D
Common Stock	11/16/2006	M	835	A	\$ 45.83	147,746	D
Common Stock	11/16/2006	M	9,879	A	\$ 45.83	157,625	D
Common Stock	11/16/2006	M	14,842	A	\$ 45.83	172,467	D
Common Stock	11/16/2006	F	63,103 <u>(1)</u>	D	\$ 48.7	109,364	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	
Employee Stock Options ⁽²⁾	\$ 45.19	11/16/2006		M		1,410	09/24/2005 05/14/2007	Common Stock	1
Employee Stock Options ⁽²⁾	\$ 46.14	11/16/2006		M		5,369	11/03/2005 05/14/2007	Common Stock	5
Employee Stock Options ⁽²⁾	\$ 46.14	11/16/2006		M		3,452	11/03/2005 05/14/2007	Common Stock	3
Employee Stock Options ⁽²⁾	\$ 44.5	11/16/2006		M		28,270	08/05/2005 05/02/2011	Common Stock	28
Employee Stock Options ⁽²⁾	\$ 48.7	11/16/2006		A		26,792	05/16/2007 05/02/2011	Common Stock	26
Employee Stock Options ⁽²⁾	\$ 45.19	11/16/2006		M		1,866	09/24/2005 05/02/2011	Common Stock	1

Stock Options ⁽²⁾								Stock
Employee Stock Options ⁽²⁾	\$ 48.7	11/16/2006	A	1,784	05/16/2007	05/02/2011		Common Stock
Employee Stock Options ⁽²⁾	\$ 45.83	11/16/2006	M	835	05/07/2005	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 48.7	11/16/2006	A	804	05/16/2007	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 45.83	11/16/2006	M	9,879	05/07/2005	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 48.7	11/16/2006	A	9,525	05/16/2007	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 45.83	11/16/2006	M	14,842	05/07/2007	05/01/2012		Common Stock
Employee Stock Options ⁽²⁾	\$ 48.7	11/16/2006	A	14,312	05/16/2007	05/01/2012		Common Stock

Reporting Owners

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

Signatures

Donald G. Southwell 11/17/2006

^{**}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.

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- (3) Following the last transaction reported in this table, the reporting person holds a total of 436,294 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.

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