

UNITRIN INC
Form 4
June 04, 2007

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)
06/01/2007

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/01/2007		M		423	A	\$ 46.14
Common Stock	06/01/2007		M		5,250	A	\$ 46.14
Common Stock	06/01/2007		M		133	A	\$ 45.83
Common Stock	06/01/2007		M		21,491	A	\$ 46.1
Common Stock	06/01/2007		M		11,717	A	\$ 46.1
							112,677
							117,927
							118,060
							139,551
							151,268

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Common Stock 06/01/2007 F 37,079 D \$ 49.58 114,189 ⁽¹⁾ 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 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⁾	\$ 46.14	06/01/2007		M		423	11/03/2005 05/03/2010	Common Stock	4
Employee Stock Options ⁽²⁾	\$ 49.58	06/01/2007		A		401	12/01/2007 05/03/2010	Common Stock	4
Employee Stock Options ⁽²⁾	\$ 46.14	06/01/2007		M		5,250	11/03/2005 05/05/2009	Common Stock	5
Employee Stock Options ⁽²⁾	\$ 49.58	06/01/2007		A		4,992	12/01/2007 05/05/2009	Common Stock	4
Employee Stock Options ⁽²⁾	\$ 45.83	06/01/2007		M		133	05/07/2006 02/05/2013	Common Stock	1
Employee Stock Options ⁽²⁾	\$ 49.58	06/01/2007		A		124	12/01/2007 02/05/2013	Common Stock	1
Employee Stock Options ⁽²⁾	\$ 46.1	06/01/2007		M		21,491	08/06/2006 05/01/2012	Common Stock	21
Employee Stock Options ⁽²⁾	\$ 49.58	06/01/2007		A		20,426	12/01/2007 05/01/2012	Common Stock	20
	\$ 46.1	06/01/2007		M		11,717	08/06/2006 02/01/2015		11

Employee
Stock
Options ⁽²⁾

Common
Stock

Employee
Stock \$ 49.58 06/01/2007
Options ⁽²⁾

\$ 49.58

06/01/2007

A

11,136

12/01/2007

02/01/2015

Common
Stock

11

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 06/04/2007

 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 531,469 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.