

UNITRIN INC
Form 4
September 25, 2007

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 *
VIE RICHARD CARL

(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)
09/21/2007

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)
Chairman

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)
			Code	V	Amount or Price		
Common Stock	09/21/2007		M		\$ 50,000 44.37	D	
Common Stock	09/21/2007		M		\$ 38,469 46.48	D	
Common Stock	09/21/2007		M		\$ 55,734 47.15	D	
Common Stock	09/21/2007		M		\$ 6,659 47.37	D	
Common Stock	09/21/2007		M		\$ 28,168 47.37	D	

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Common Stock	09/21/2007	M	23,944	A	\$ 47.37	814,502 ⁽²⁾	D
Common Stock	09/21/2007	M	11,262	A	\$ 47.45	825,764 ⁽²⁾	D
Common Stock	09/21/2007	M	73,163	A	\$ 47.45	898,927 ⁽²⁾	D
Common Stock	09/21/2007	M	2,388	A	\$ 47.45	901,315 ⁽²⁾	D
Common Stock	09/21/2007	M	16,512	A	\$ 47.45	917,827 ⁽²⁾	D
Common Stock	09/21/2007	F	295,121 ⁽¹⁾	D	\$ 49.75	622,706 ⁽²⁾	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of 3
Employee Stock Options ⁽³⁾	\$ 44.37	09/21/2007		M		50,000	08/03/2007 02/03/2014	Common Stock	50
Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007		A	46,725	03/21/2008 02/03/2014	Common Stock	46	
Employee Stock Options ⁽³⁾	\$ 46.48	09/21/2007		M	38,469	08/10/2005 05/13/2008	Common Stock	38	
Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007		A	36,937	03/21/2008 05/13/2008	Common Stock	36	
Employee Stock	\$ 47.15	09/21/2007		M	55,734	09/07/2005 05/05/2009	Common Stock	55	

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Options ⁽³⁾

Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007	A	53,970	03/21/2008	05/05/2009	Common Stock	53
Employee Stock Options ⁽³⁾	\$ 47.37	09/21/2007	M	6,659	11/11/2005	05/05/2009	Common Stock	6
Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007	A	6,465	03/21/2008	05/05/2009	Common Stock	6
Employee Stock Options ⁽³⁾	\$ 47.37	09/21/2007	M	28,168	11/11/2005	02/05/2013	Common Stock	28
Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007	A	27,351	03/21/2008	02/05/2013	Common Stock	27
Employee Stock Options ⁽³⁾	\$ 47.37	09/21/2007	M	23,944	11/11/2005	05/03/2010	Common Stock	23
Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007	A	23,249	03/21/2008	05/03/2010	Common Stock	23
Employee Stock Options ⁽³⁾	\$ 47.45	09/21/2007	M	11,262	05/29/2006	02/01/2015	Common Stock	11
Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007	A	10,946	03/21/2008	02/01/2015	Common Stock	10
Employee Stock Options ⁽³⁾	\$ 47.45	09/21/2007	M	73,163	05/29/2006	05/05/2009	Common Stock	73
Employee Stock Options ⁽³⁾	\$ 49.75	09/21/2007	A	71,109	03/21/2008	05/05/2009	Common Stock	71
Employee Stock Options ⁽³⁾	\$ 47.45	09/21/2007	M	2,388	05/29/2006	05/03/2010	Common Stock	2
Employee Stock Options ⁽⁴⁾	\$ 49.75	09/21/2007	A	2,320	03/21/2008	05/03/2010	Common Stock	2
Employee Stock Options ⁽³⁾	\$ 47.45	09/21/2007	M	16,512	05/29/2006	02/05/2013	Common Stock	16

Employee										
Stock	\$ 49.75	09/21/2007		A	16,049	03/21/2008	02/15/2013	Common	16	
Options ⁽³⁾								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIE RICHARD CARL ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		Chairman	

Signatures

Richard C. Vie	09/24/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.
Included in these shares are 15,834 shares held in a trust, the trustee of which is reporting person's wife. The reporting person disclaims
- (2) beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (3) Rights to buy.
- (4) Following the last transaction reported in this table, reporting person holds a total of 1,299,849 options under the 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. 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.