

UNITRIN INC
Form 4
December 05, 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 *
ROESKE RICHARD

(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)
12/04/2006

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)
Vice President & / Principal Accounting Officer

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 (A) or (D) Price			
Common Stock	12/04/2006		M	3,298 A \$ 47.15	53,940.155 (2)	D	
Common Stock	12/04/2006		M	745 A \$ 47.15	54,685.155 (2)	D	
Common Stock	12/04/2006		M	101 A \$ 47.15	54,786.155 (2)	D	
Common Stock	12/04/2006		M	72 A \$ 47.89	54,858.155 (2)	D	
Common Stock	12/04/2006		M	982 A \$ 47.89	55,840.155 (2)	D	

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Common Stock	12/04/2006	M	4,768	A	\$ 47.81	60,608.155 (2)	D
Common Stock	12/04/2006	F	9,610 (1)	D	\$ 50.03	50,998.155 (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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options ⁽³⁾	\$ 47.15	12/04/2006		M		09/07/2005	02/05/2013	Common Stock	3,298
Employee Stock Options ⁽³⁾	\$ 50.03	12/04/2006		A		06/04/2007	02/05/2013	Common Stock	3,163
Employee Stock Options ⁽³⁾	\$ 47.15	12/04/2006		M		09/07/2005	05/03/2010	Common Stock	745
Employee Stock Options ⁽³⁾	\$ 50.03	12/04/2006		A		06/04/2007	05/03/2010	Common Stock	714
Employee Stock Options ⁽³⁾	\$ 47.15	12/04/2006		M		09/07/2005	05/03/2010	Common Stock	101
Employee Stock Options ⁽³⁾	\$ 50.03	12/04/2006		A		06/04/2007	05/03/2010	Common Stock	96
Employee Stock Options ⁽³⁾	\$ 47.89	12/04/2006		M		11/04/2005	05/14/2007	Common Stock	72

Employee Stock Options ⁽³⁾	\$ 47.89	12/04/2006	M	982	11/04/2005	05/14/2007	Common Stock	982
Employee Stock Options ⁽³⁾	\$ 47.81	12/04/2006	M	4,768	08/14/2006	02/03/2014	Common Stock	4,768
Employee Stock Options ⁽³⁾	\$ 50.03	12/04/2006	A	4,618	06/04/2007	02/03/2014	Common Stock	4,618

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROESKE RICHARD ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President &	Principal Accounting Officer

Signatures

Richard Roeske 12/05/2006

 **Signature of Date
Reporting Person

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 15,000 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 81,743 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.