

UNITRIN INC  
Form 4  
November 17, 2006

**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 \*  
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   | D  |   |
| Common Stock                    | 11/16/2006                           |  | M                              | 1,410 A \$ 45.19  | 107,954   | D  |   |
| Common Stock                    | 11/16/2006                           |  | M                              | 5,369 A \$ 46.14  | 113,323   | D  |   |
| Common Stock                    | 11/16/2006                           |  | M                              | 3,452 A \$ 46.14  | 116,775   | D  |   |
| Common Stock                    | 11/16/2006                           |  | M                              | 28,270 A \$ 44.5  | 145,045   | D  |   |

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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<br><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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(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 <sup>(2)</sup>      | \$ 45.19   | 11/16/2006                           |  | M                              |   | 1,410  | 09/24/2005 05/14/2007 | Common Stock  | 1                          |
| Employee Stock Options <sup>(2)</sup>      | \$ 46.14   | 11/16/2006                           |  | M                              |   | 5,369  | 11/03/2005 05/14/2007 | Common Stock  | 5                          |
| Employee Stock Options <sup>(2)</sup>      | \$ 46.14   | 11/16/2006                           |  | M                              |   | 3,452  | 11/03/2005 05/14/2007 | Common Stock  | 3                          |
| Employee Stock Options <sup>(2)</sup>      | \$ 44.5  | 11/16/2006                           |  | M                              |   | 28,270   | 08/05/2005 05/02/2011 | Common Stock  | 28                         |
| Employee Stock Options <sup>(2)</sup>      | \$ 48.7  | 11/16/2006                           |  | A                              |   | 26,792   | 05/16/2007 05/02/2011 | Common Stock  | 26                         |
| Employee Stock Options <sup>(2)</sup>      | \$ 45.19   | 11/16/2006                           |  | M                              |   | 1,866  | 09/24/2005 05/02/2011 | Common Stock  | 1                          |

| Stock Options <sup>(2)</sup>          |          |            |   |        |            |            |  | Stock        |
|---------------------------------------|----------|------------|---|--------|------------|------------|--|--------------|
| Employee Stock Options <sup>(2)</sup> | \$ 48.7  | 11/16/2006 | A | 1,784  | 05/16/2007 | 05/02/2011 |  | Common Stock |
| Employee Stock Options <sup>(2)</sup> | \$ 45.83 | 11/16/2006 | M | 835    | 05/07/2005 | 05/03/2010 |  | Common Stock |
| Employee Stock Options <sup>(2)</sup> | \$ 48.7  | 11/16/2006 | A | 804    | 05/16/2007 | 05/03/2010 |  | Common Stock |
| Employee Stock Options <sup>(2)</sup> | \$ 45.83 | 11/16/2006 | M | 9,879  | 05/07/2005 | 05/03/2010 |  | Common Stock |
| Employee Stock Options <sup>(2)</sup> | \$ 48.7  | 11/16/2006 | A | 9,525  | 05/16/2007 | 05/03/2010 |  | Common Stock |
| Employee Stock Options <sup>(2)</sup> | \$ 45.83 | 11/16/2006 | M | 14,842 | 05/07/2007 | 05/01/2012 |  | Common Stock |
| Employee Stock Options <sup>(2)</sup> | \$ 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<br>ONE EAST WACKER DRIVE<br>CHICAGO, IL 60601 | X             |           | President, CEO |       |

## Signatures

Donald G. Southwell 11/17/2006

<sup>\*\*</sup>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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