**UNITRIN INC** Form 4 May 09, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

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2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * SOUTHWELL DONALD GENE			2. Issuer Name and Ticker or Trading Symbol UNITRIN INC [UTR]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	Middle)	3. Date of	Earliest Tr	ansaction			••	
ONE EAST WACKER DRIVE			(Month/Day/Year) 05/07/2006			_X_ Dir _X_ Off below)	ficer (give	title 10% below) sident, COO	Owner r (specify
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
CHICAGO, IL 60601			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	uired, Dis	posed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amou Securitie Benefici Owned Followin	es ially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

1.1itle of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Ac	quired	5. Amount of	6.	/. Nature
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form: Direct	Beneficia
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownersh
							Following	Indirect (I)	(Instr. 4)
					( 4 )		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			C = V	<b>A</b>	or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	05/07/2006		M	5,218	A	\$ 43 1	104,817	D	
Stock	03/07/2000		171	3,210	11	Ψ 13.1	101,017	D	
C						Ф			
Common	05/07/2006		M	18,420	A	\$	123,237	D	
Stock	00,0,,2000			10,.20		43.85	120,207		
Common						¢			
Common	05/07/2006		M	35,000	A	Ф 44.07	158,237	D	
Stock				,		44.37	,		
Common									
	05/07/2006		M	3,576	A	\$ 44.5	161,813	D	
Stock									
Common				58,258					
	05/07/2006		F	(1)	D	\$ 48.5	103,555	D	
Stock				(1)					

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if		tiorDerivative Securities Acquired		6. Date Exercisable and Expiration Date		7. Title and Amo	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Options (2)	\$ 43.1	05/07/2006		M		5,218	08/01/2005	02/01/2015	Common Stock	5,
Employee Stock Options (2)	\$ 48.5	05/07/2006		A	4,808		11/07/2006	02/01/2015	Common Stock	4,
Employee Stock Options (2)	\$ 43.85	05/07/2006		M		426	08/05/2004	05/03/2010	Common Stock	2
Employee Stock Options (2)	\$ 48.5	05/07/2006		A	397		11/07/2006	05/03/2010	Common Stock	3
Employee Stock Options (2)	\$ 43.85	05/07/2006		M		5,822	08/05/2004	05/03/2010	Common Stock	5,
Employee Stock Options (2)	\$ 48.5	05/07/2006		A	5,427		11/07/2006	05/03/2010	Common Stock	5,
Employee Stock Options (2)	\$ 43.85	05/07/2006		M		12,172	08/05/2004	02/05/2013	Common Stock	12
Employee Stock Options (2)	\$ 48.5	05/07/2006		A	11,347		11/07/2006	02/05/2013	Common Stock	11
Employee Stock Options (2)	\$ 44.37	05/07/2006		M		35,000	08/03/2005	02/03/2014	Common Stock	35
	\$ 48.5	05/07/2006		A	32,896		11/07/2006	02/03/2014		32

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Employee Stock Options (2)								Common Stock	
Employee Stock Options (2)	\$ 44.5	05/07/2006	M		3,576	08/05/2005	05/02/2011	Common Stock	3
Employee Stock Options (2)	\$ 48.5	05/07/2006	A	3,383		11/07/2006	05/02/2011	Common Stock	3

## **Reporting Owners**

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

# **Signatures**

Scott Renwick, Attorney-in-Fact 05/09/2006

\*\*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.
- (3) Following the last transaction reported in this table, the reporting person holds a total of 458,063 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.

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