UNITRIN INC Form 4 May 09, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

05/08/2006

(Print or Type Responses)

1. Name and Address of Reporting Person *

VIE RICHA	Symbol	Symbol UNITRIN INC [UTR]			C	Issuer (Check all applicable)			
(Last)	(First) (1		of Earliest Tra	nsaction			`	**	•
ONE EAST	WACKER DRIV		Day/Year) 2006				_X_ Director _X_ Officer (give below) Chairman of		
	(Street)	4. If Am	endment, Date	e Original			6. Individual or Jo	int/Group Filin	g(Check
CHICAGO.	, IL 60601	Filed(Mo	onth/Day/Year)				•	One Reporting Per Tore than One Re	
							Person		
(City)	(State)	(Zip) Tab	le I - Non-De	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	4. Securiti (A) or Dis (Instr. 3, 4)	posed	of (D) Frice	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)
Common Stock	05/08/2006		M	17,329	A	\$ 43.85	583,979 (2)	D	

16,066

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

\$ 48.9 567,913 (2)

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Options (3)	\$ 43.85	05/08/2006		M		17,329	08/05/2005	02/05/2013	Common Stock	17
Employee Stock Options (3)	\$ 48.9	05/08/2006		A	16,066		11/08/2006	02/05/2013	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Name / Namess	Director	10% Owner	Officer	Other			
VIE RICHARD CARL			Chairman of				
ONE EAST WACKER DRIVE	X		the Board and				
CHICAGO, IL 60601			CEO				

Signatures

Richard C. Vie 05/09/2006

**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.
- 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 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, the reporting person holds a total of 1,442,452 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.

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