

UNITRIN INC  
Form 4  
November 15, 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 \*  
**RENWICK SCOTT**

(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)  
**11/13/2006**

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)  
**Sr. V.P., Gen. Counsel & Secy.**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 11/13/2006                           |  | M                              | 7,680 A \$ 41.7   | 50,457.738  | D  |   |
| Common Stock                    | 11/13/2006                           |  | M                              | 953 A \$ 41.7   | 51,410.738  | D  |   |
| Common Stock                    | 11/13/2006                           |  | M                              | 10,000 A \$ 42  | 61,410.738  | D  |   |
| Common Stock                    | 11/13/2006                           |  | F                              | 16,910 (1) D \$ 48.16   | 44,500.738 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D) | Date Exercisable   | Expiration Date |   |                            |
| Employee Stock Options <sup>(3)</sup>      | \$ 41.7  | 11/13/2006                           |  | M                              |   | 7,680  |     | 12/09/2004   | 05/05/2009      | Common Stock  | 7,680                      |
| Employee Stock Options <sup>(3)</sup>      | \$ 48.16   | 11/13/2006                           |  | A                              |   | 6,952  |     | 05/13/2007   | 05/05/2009      | Common Stock  | 6,952                      |
| Employee Stock Options <sup>(3)</sup>      | \$ 41.7  | 11/13/2006                           |  | M                              |   | 953    |     | 12/09/2004   | 05/05/2009      | Common Stock  | 953                        |
| Employee Stock Options <sup>(3)</sup>      | \$ 48.16   | 11/13/2006                           |  | A                              |   | 862    |     | 05/13/2007   | 05/05/2009      | Common Stock  | 862                        |
| Employee Stock Options <sup>(3)</sup>      | \$ 42  | 11/13/2006                           |  | M                              |   | 10,000 |     | 11/01/2005   | 05/01/2012      | Common Stock  | 10,000                     |
| Employee Stock Options <sup>(3)</sup>      | \$ 48.16   | 11/13/2006                           |  | A                              |   | 9,096  |     | 05/13/2007   | 05/01/2012      | Common Stock  | 9,096                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

RENWICK SCOTT  
ONE EAST WACKER DRIVE  
CHICAGO, IL 60601

Sr. V.P., Gen. Counsel & Secy.

## Signatures

Scott Renwick

11/15/2006

\*\*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) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, the acquisition of which is exempt from reporting by SEC Rule 16a-11.
- (3) Rights to buy.
- (4) Following the last transaction reported in this table, reporting person holds a total of 175,216 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.

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