

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

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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 <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



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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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