UNITRIN INC Form 4

November 20, 2006

Check this box

if no longer

Section 16.

Form 4 or

subject to

FORM 4

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

OMB APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
Estimated average

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Filed obligations may continue.

See Instruction

11/16/2006

Stock

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KONAR EDWARD JAMES			2. Issuer Name and Ticker or Trading Symbol UNITRIN INC [UTR]				ng	5. Relationship of Reporting Person(s) to Issuer			
(Last)	· , ,	Middle)	3. Date of Earliest Transaction (Month/Day/Year)			(Check all applicable) Director 10% Owner					
ONE EAST WACKER DRIVE			11/16/2006					X Officer (give title Other (specify below) Vice President			
				f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO, IL 60601								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	11/16/2006			M	2,500	A	\$ 44.37	34,105.7455 (2)	D		
Common Stock	11/16/2006			M	2,500	A	\$ 43.1	36,605.7455 (2)	D		
Common	11/16/2006			F	4,638	D	\$ 48 7	31,967.7455	D		

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

F

(1)

D

\$48.7

(2)

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D

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number.

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. Transactio Code (Instr. 8)	5. Numb or Derivative Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Options (3)	\$ 44.37	11/16/2006		M		2,500	08/03/2006	02/03/2014	Common Stock	2,50
Employee Stock Options (3)	\$ 48.7	11/16/2006		A	2,342		05/16/2007	02/03/2014	Common Stock	2,34
Employee Stock Options (3)	\$ 43.1	11/16/2006		M		2,500	08/01/2006	02/01/2015	Common Stock	2,50
Employee Stock Options (3)	\$ 48.7	11/16/2006		A	2,296		05/16/2007	02/01/2015	Common Stock	2,29

Reporting Owners

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
KONAR EDWARD JAMES ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President					

Signatures

Scott Renwick,
Attorney-in-Fact

**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.

Reporting Owners 2

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- (2) Included in the total are 4605.7455 shares held in Issuer's 401(k) Plan.
- (3) Rights to buy.
- (4) Reporting person holds a total of 68,595 options under Unitrin, Inc. stock option plans.

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