

UNITRIN INC
Form 4
December 05, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ROESKE RICHARD

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)
ONE EAST WACKER DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2006

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Vice President & / Principal Accounting Officer

(Street)
CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/04/2006		M	3,298 A \$ 47.15	53,940.155 (2)	D	
Common Stock	12/04/2006		M	745 A \$ 47.15	54,685.155 (2)	D	
Common Stock	12/04/2006		M	101 A \$ 47.15	54,786.155 (2)	D	
Common Stock	12/04/2006		M	72 A \$ 47.89	54,858.155 (2)	D	
Common Stock	12/04/2006		M	982 A \$ 47.89	55,840.155 (2)	D	

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Common Stock	12/04/2006	M	4,768	A	\$ 47.81	60,608.155 (2)	D
Common Stock	12/04/2006	F	9,610 (1)	D	\$ 50.03	50,998.155 (2)	D

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

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SEC 1474
(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 ⁽³⁾	\$ 47.15	12/04/2006		M		3,298		09/07/2005	02/05/2013	Common Stock	3,298
Employee Stock Options ⁽³⁾	\$ 50.03	12/04/2006		A		3,163		06/04/2007	02/05/2013	Common Stock	3,163
Employee Stock Options ⁽³⁾	\$ 47.15	12/04/2006		M		745		09/07/2005	05/03/2010	Common Stock	745
Employee Stock Options ⁽³⁾	\$ 50.03	12/04/2006		A		714		06/04/2007	05/03/2010	Common Stock	714
Employee Stock Options ⁽³⁾	\$ 47.15	12/04/2006		M		101		09/07/2005	05/03/2010	Common Stock	101
Employee Stock Options ⁽³⁾	\$ 50.03	12/04/2006		A		96		06/04/2007	05/03/2010	Common Stock	96
Employee Stock Options ⁽³⁾	\$ 47.89	12/04/2006		M		72		11/04/2005	05/14/2007	Common Stock	72

