

UNITRIN INC
Form 4
May 25, 2007

FORM 4

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

OMB APPROVAL

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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 *
DRAUT ERIC JOHN

(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)
05/23/2007

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)
Executive Vice President & CFO

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 or Price		
Common Stock	05/23/2007		M		1,309 A \$ 42.16	104,310 (2)	D
Common Stock	05/23/2007		M		2,759 A \$ 42.05	107,069 (2)	D
Common Stock	05/23/2007		M		418 A \$ 45.83	107,487 (2)	D
Common Stock	05/23/2007		M		7,489 A \$ 45.83	114,976 (2)	D
Common Stock	05/23/2007		M		7,836 A \$ 45.83	122,812 (2)	D

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Common Stock	05/23/2007	M	11,897	A	\$ 46.06	134,709 ⁽²⁾	D
Common Stock	05/23/2007	M	9,278	A	\$ 46.06	143,987 ⁽²⁾	D
Common Stock	05/23/2007	M	3,208	A	\$ 46.06	147,195 ⁽²⁾	D
Common Stock	05/23/2007	M	374	A	\$ 46.06	147,569 ⁽²⁾	D
Common Stock	05/23/2007	M	3,963	A	\$ 46.06	151,532 ⁽²⁾	D
Common Stock	05/23/2007	M	5,500	A	\$ 46.06	157,032 ⁽²⁾	D
Common Stock	05/23/2007	M	282	A	\$ 46.06	157,314 ⁽²⁾	D
Common Stock	05/23/2007	M	4,753	A	\$ 46.06	162,067 ⁽²⁾	D
Common Stock	05/23/2007	M	16,230	A	\$ 46.06	178,297 ⁽²⁾	D
Common Stock	05/23/2007	M	8,139	A	\$ 46.06	186,436 ⁽²⁾	D
Common Stock	05/23/2007	F	79,875 ⁽¹⁾	D	\$ 48.76	106,561 ⁽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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽³⁾	\$ 42.16	05/23/2007		M		02/07/2007	02/05/2013	Common Stock	1,309
	\$ 48.76	05/23/2007		A		11/23/2007	02/05/2013		1,183

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Employee Stock Options ⁽³⁾								Common Stock	
Employee Stock Options ⁽³⁾	\$ 42.05	05/23/2007	M	2,759	02/14/2007	02/05/2013		Common Stock	2
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	2,490	11/23/2007	02/05/2013		Common Stock	2
Employee Stock Options ⁽³⁾	\$ 45.83	05/23/2007	M	418	05/06/2005	05/03/2010		Common Stock	4
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	399	11/23/2007	05/03/2010		Common Stock	3
Employee Stock Options ⁽³⁾	\$ 45.83	05/23/2007	M	7,489	05/06/2005	05/03/2010		Common Stock	7
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	7,170	11/23/2007	05/03/2010		Common Stock	7
Employee Stock Options ⁽³⁾	\$ 45.83	05/23/2007	M	7,836	05/06/2005	05/13/2008		Common Stock	7
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	7,503	11/23/2007	05/13/2008		Common Stock	7
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	11,897	05/10/2006	05/13/2008		Common Stock	11
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	11,432	11/23/2007	05/13/2008		Common Stock	11
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	9,278	05/10/2006	05/05/2009		Common Stock	9
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	8,915	11/23/2007	05/05/2009		Common Stock	8
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	3,208	05/10/2005	05/05/2009		Common Stock	3
Employee Stock	\$ 48.76	05/23/2007	A	3,082	11/23/2007	05/05/2009		Common Stock	3

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Options ⁽³⁾

Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	374	05/10/2006	05/05/2009	Common Stock	3
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	359	11/23/2007	05/05/2009	Common Stock	3
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	3,963	05/10/2006	05/05/2009	Common Stock	3
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	3,807	11/23/2007	05/05/2009	Common Stock	3
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	5,500	05/10/2006	05/03/2010	Common Stock	5
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	5,284	11/23/2007	05/03/2010	Common Stock	5
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	282	05/10/2006	05/03/2010	Common Stock	2
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	270	11/23/2007	05/03/2010	Common Stock	2
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	4,753	05/06/2007	02/05/2013	Common Stock	4
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	4,566	11/23/2007	02/05/2013	Common Stock	4
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	16,230	05/06/2007	02/03/2014	Common Stock	16
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	15,595	11/23/2007	02/03/2014	Common Stock	15
Employee Stock Options ⁽³⁾	\$ 46.06	05/23/2007	M	8,139	05/06/2007	02/01/2015	Common Stock	8
Employee Stock Options ⁽³⁾	\$ 48.76	05/23/2007	A	7,820	11/23/2007	02/01/2015	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRAUT ERIC JOHN ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		Executive Vice President & CFO	

Signatures

Eric J. Draut 05/25/2007

__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.
- (2) This includes 20,000 shares of restricted stock subject to forfeiture and other restrictions until vesting on 9/1/2010.
- (3) Rights to buy.
- (4) Following the last transaction reported in this table, the reporting person holds a total of 413,097 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.