

UNITRIN INC
Form 4
May 11, 2006

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 *
ROESKE RICHARD

(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)
05/10/2006

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)
Vice President & / Principal Accounting Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/10/2006		M	2,051 A \$ 46.06	35,263.155	D	
Common Stock	05/10/2006		M	1,857 A \$ 46.06	37,120.155	D	
Common Stock	05/10/2006		M	102 A \$ 46.06	37,222.155	D	
Common Stock	05/10/2006		M	1,102 A \$ 46.06	38,324.155	D	
Common Stock	05/10/2006		M	4,829 A \$ 46.06	43,153.155	D	

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Common Stock	05/10/2006	M	1,183	A	\$ 46.06	44,336.155	D
Common Stock	05/10/2006	M	2,386	A	\$ 46.06	46,722.155	D
Common Stock	05/10/2006	M	2,195	A	\$ 46.06	48,917.155	D
Common Stock	05/10/2006	M	1,028	A	\$ 46.06	49,945.155	D
Common Stock	05/10/2006	M	352	A	\$ 46.06	50,297.155	D
Common Stock	05/10/2006	M	626	A	\$ 46.06	50,923.155	D
Common Stock	05/10/2006	M	4,832	A	\$ 46.06	55,755.155	D
Common Stock	05/10/2006	F	21,804 (1)	D	\$ 48.26	33,951.155	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006		M	2,051	05/10/2006 05/02/2011	Common Stock	2,051	
Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006		A	1,984	11/10/2006 05/02/2011	Common Stock	1,984	
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006		M	1,857	05/10/2006 05/03/2010	Common Stock	1,857	

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Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006	A	1,796	11/10/2006	05/03/2010	Common Stock	1,796
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006	M	102	05/10/2006	05/03/2010	Common Stock	102
Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006	A	98	11/10/2006	05/03/2010	Common Stock	98
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006	M	1,102	05/10/2006	05/03/2010	Common Stock	1,102
Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006	A	1,065	11/10/2006	05/03/2010	Common Stock	1,065
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006	M	4,829	05/10/2006	05/01/2012	Common Stock	4,829
Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006	A	4,672	11/10/2006	05/01/2012	Common Stock	4,672
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006	M	1,183	05/10/2006	02/05/2013	Common Stock	1,183
Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006	A	1,144	11/10/2006	02/05/2013	Common Stock	1,144
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006	M	2,386	05/10/2006	02/01/2015	Common Stock	2,386
Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006	A	2,309	11/10/2006	02/01/2015	Common Stock	2,309
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006	M	2,195	05/10/2006	02/05/2013	Common Stock	2,195
Employee Stock Options ⁽²⁾	\$ 48.26	05/10/2006	A	2,123	11/10/2006	02/05/2013	Common Stock	2,123
Employee Stock Options ⁽²⁾	\$ 46.06	05/10/2006	M	1,028	05/10/2006	05/14/2007	Common Stock	1,028
Employee Stock	\$ 48.26	05/10/2006	A	994	11/10/2006	05/14/2007	Common Stock	994

Options ⁽²⁾

Employee
Stock

\$ 46.06

05/10/2006

M

352

05/10/2006 05/14/2007

Common
Stock

352

Options ⁽²⁾

Employee
Stock

\$ 48.26

05/10/2006

A

339

11/10/2006 05/14/2007

Common
Stock

339

Options ⁽²⁾

Employee
Stock

\$ 46.06

05/10/2006

M

626

05/10/2006 05/14/2007

Common
Stock

626

Options ⁽²⁾

Employee
Stock

\$ 48.26

05/10/2006

A

605

11/10/2006 05/14/2007

Common
Stock

605

Options ⁽²⁾

Employee
Stock

\$ 46.06

05/10/2006

M

4,832

05/10/2006 05/13/2008

Common
Stock

4,832

Options ⁽²⁾

Employee
Stock

\$ 48.26

05/10/2006

A

4,675

11/10/2006 05/13/2008

Common
Stock

4,675

Options ⁽²⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROESKE RICHARD
ONE EAST WACKER DRIVE
CHICAGO, IL 60601

Vice President & Principal Accounting Officer

Signatures

Richard Roeske

05/11/2006

**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) Rights to buy.
- (3) Following the last transaction reported in this table, the reporting person holds a total of 84,809 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.