

VIE RICHARD CARL  
Form 4  
December 18, 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 \*  
VIE RICHARD CARL

(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)  
12/14/2006

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)  
Chairman

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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	12/14/2006		M		4,146	A	\$ 45.33
							594,108 <sup>(2)</sup>
Common Stock	12/14/2006		M		18,835	A	\$ 45.33
							612,943 <sup>(2)</sup>
Common Stock	12/14/2006		M		15,685	A	\$ 45.33
							628,628 <sup>(2)</sup>
Common Stock	12/14/2006		M		726	A	\$ 45.33
							629,354 <sup>(2)</sup>
Common Stock	12/14/2006		M		39,198	A	\$ 45.33
							668,552 <sup>(2)</sup>

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Common Stock	12/14/2006	M	41,925	A	\$ 45.33	710,477 <sup>(2)</sup>	D
Common Stock	12/14/2006	F	112,611 <sup>(1)</sup>	D	\$ 50.83	597,866 <sup>(2)</sup>	D

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

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**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 <sup>(3)</sup>	\$ 45.33	12/14/2006		M			4,146	08/08/2005	05/14/2007	Common Stock	4,146
Employee Stock Options <sup>(3)</sup>	\$ 45.33	12/14/2006		M			18,835	08/08/2005	05/13/2008	Common Stock	18,835
Employee Stock Options <sup>(3)</sup>	\$ 50.83	12/14/2006		A			17,599	06/14/2007	05/13/2008	Common Stock	17,599
Employee Stock Options <sup>(3)</sup>	\$ 45.33	12/14/2006		M			15,685	08/08/2005	05/13/2008	Common Stock	15,685
Employee Stock Options <sup>(3)</sup>	\$ 50.83	12/14/2006		A			14,656	06/14/2007	05/13/2008	Common Stock	14,656
Employee Stock Options <sup>(3)</sup>	\$ 45.33	12/14/2006		M			726	08/08/2005	05/02/2011	Common Stock	726
Employee Stock Options <sup>(3)</sup>	\$ 50.83	12/14/2006		A			677	06/14/2007	05/02/2011	Common Stock	677
Employee Stock	\$ 45.33	12/14/2006		M			39,198	08/08/2005	05/02/2011	Common Stock	39,198

