

UNITRIN INC
Form 4
May 16, 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 *
RENWICK SCOTT

(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)
05/15/2006

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)
Sr. V.P., Gen. Counsel & Secy.

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 (A) or (D) Price | | | |
| Common Stock | 05/15/2006 | | M | 3,112 A \$ 39.45 | 42,220.174 | D | |
| Common Stock | 05/15/2006 | | M | 231 A \$ 39.45 | 42,451.174 | D | |
| Common Stock | 05/15/2006 | | M | 4,627 A \$ 39.45 | 47,078.174 | D | |
| Common Stock | 05/15/2006 | | M | 2,213 A \$ 41.7 | 49,291.174 | D | |
| Common Stock | 05/15/2006 | | M | 164 A \$ 41.7 | 49,455.174 | D | |

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Common Stock 05/15/2006 F 9,190
(1) D \$ 40,265.174
47.46 (2) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (3) | \$ 39.45 | 05/15/2006 | | M | | 3,112 | 11/03/2004 05/03/2010 | Common Stock | 3,112 |
| Employee Stock Options (3) | \$ 47.46 | 05/15/2006 | | A | | 2,740 | 11/15/2006 05/03/2010 | Common Stock | 2,740 |
| Employee Stock Options (3) | \$ 39.45 | 05/15/2006 | | M | | 231 | 11/03/2004 05/03/2010 | Common Stock | 231 |
| Employee Stock Options (3) | \$ 47.46 | 05/15/2006 | | A | | 203 | 11/15/2006 05/03/2010 | Common Stock | 203 |
| Employee Stock Options (3) | \$ 39.45 | 05/15/2006 | | M | | 4,627 | 11/03/2004 02/05/2013 | Common Stock | 4,627 |
| Employee Stock Options (3) | \$ 47.46 | 05/15/2006 | | A | | 4,075 | 11/15/2006 02/05/2013 | Common Stock | 4,075 |
| Employee Stock Options (3) | \$ 41.7 | 05/15/2006 | | M | | 2,213 | 12/09/2004 05/14/2007 | Common Stock | 2,213 |
| Employee Stock Options (3) | \$ 47.46 | 05/15/2006 | | A | | 2,023 | 11/15/2006 05/14/2007 | Common Stock | 2,023 |

| | | | | | | | | |
|---|----------|------------|---|-----|------------|------------|-----------------|-----|
| Employee Stock Options ⁽³⁾ | \$ 41.7 | 05/15/2006 | M | 164 | 12/09/2004 | 05/14/2007 | Common Stock | 164 |
| Employee Stock Options ⁽³⁾ | \$ 47.46 | 05/15/2006 | A | 149 | 11/15/2006 | 05/14/2007 | Common Stock | 149 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RENWICK SCOTT ONE EAST WACKER DRIVE CHICAGO, IL 60601 | | | Sr. V.P., Gen. Counsel & Secy. | |

Signatures

Scott Renwick 05/16/2006
 **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) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.
- (3) Rights to buy.
- (4) Following the last transaction reported in this table, reporting person holds a total of 178,853 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.