

UNITRIN INC
Form 4
May 12, 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 *
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)
05/11/2006

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)
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 (A) or (D)		
Common Stock	05/11/2006		M		978 A \$ 42.26	74,313	D
Common Stock	05/11/2006		M		8,923 A \$ 42.68	83,236	D
Common Stock	05/11/2006		M		16,835 A \$ 42	100,071	D
Common Stock	05/11/2006		M		12,500 A \$ 43.1	112,571	D
Common Stock	05/11/2006		M		1,408 A \$ 43.5	113,979	D

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Common Stock	05/11/2006	M	2,213	A	\$ 42.68	116,192	D
Common Stock	05/11/2006	F	<u>39,759</u> (1)	D	\$ 47.4	76,433	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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽²⁾	\$ 42.26	05/11/2006		M			978	12/28/2004	05/13/2008	Common Stock	9
Employee Stock Options ⁽²⁾	\$ 47.4	05/11/2006		A		902		11/11/2006	05/13/2008	Common Stock	9
Employee Stock Options ⁽²⁾	\$ 42.68	05/11/2006		M			8,923	02/24/2005	02/05/2013	Common Stock	8
Employee Stock Options ⁽²⁾	\$ 47.4	05/11/2006		A		8,295		11/11/2006	02/05/2013	Common Stock	8
Employee Stock Options ⁽²⁾	\$ 42	05/11/2006		M			16,835	11/01/2005	05/01/2012	Common Stock	16
Employee Stock Options ⁽²⁾	\$ 47.4	05/11/2006		A		15,481		11/11/2006	05/01/2012	Common Stock	15
Employee Stock Options ⁽²⁾	\$ 43.1	05/11/2006		M			12,500	08/01/2005	02/01/2015	Common Stock	12
Employee Stock	\$ 47.4	05/11/2006		A		11,699		11/11/2006	02/01/2015	Common Stock	11

Options ⁽²⁾

Employee Stock	\$ 43.5	05/11/2006		M	1,408	03/07/2005	05/13/2008	Common Stock	1.
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Options ⁽²⁾

Employee Stock	\$ 47.4	05/11/2006		A	1,326	11/11/2006	05/13/2008	Common Stock	1.
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Options ⁽²⁾

Employee Stock	\$ 42.68	05/11/2006		M	2,213	02/24/2005	05/13/2008	Common Stock	2.
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Options ⁽²⁾

Employee Stock	\$ 47.4	05/11/2006		A	2,056	11/11/2006	05/13/2008	Common Stock	2.
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Options ⁽²⁾

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 05/12/2006

 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) Rights to buy.
- (3) Following the last transaction reported in this table, the reporting person holds a total of 383,560 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.