

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 Price (D)		
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	
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 <sup>(3)</sup>	\$ 41.7	05/15/2006	M	164	12/09/2004	05/14/2007	Common Stock	164
Employee Stock Options <sup>(3)</sup>	\$ 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.