

MYHRA PHILLIP J
Form 5
February 10, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MYHRA PHILLIP J

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
UICI [UCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

9151 GRAPEVINE HIGHWAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

NORTH RICHLAND HILLS, TX 76180

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(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) | Amount (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|--------------------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 1,500 | D | Â |
| Common Stock | 12/31/2005 | Â | J ⁽¹⁾ | 1,089.0586 | A | \$ 0 <u>(2)</u> | 8,438.2105 | I | TTEE 401(k)/ESOP |
| Common Stock | Â | Â | Â | Â | Â | Â | 377 | I | IRA |

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

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SEC 2270
(9-02)

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------|---|--------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 11.5 | Â | Â | Â | Â | Â | 02/12/2004 ⁽³⁾ | 03/13/2008 | Common Stock | 45,000 |
| Stock Option | \$ 30.75 | Â | Â | Â | Â | Â | 03/16/2006 ⁽³⁾ | 06/14/2010 | Common Stock | 40,000 |
| Stock Option | \$ 5.9375 | Â | Â | Â | Â | Â | 01/02/2002 ⁽³⁾ | 02/01/2006 | Common Stock | 2,000 |
| Stock Option | \$ 11.4 | Â | Â | Â | Â | Â | 12/08/2002 ⁽³⁾ | 01/07/2007 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MYHRA PHILLIP J 9151 GRAPEVINE HIGHWAY NORTH RICHLAND HILLS, TX 76180 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Phillip J. Myhra by Peggy G. Simpson,
POA 02/10/2006

**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) *J - Participant and Company Contributions to 401(k)/ESOP during 2005 Plan Year

(2) Various prices depending on market price upon purchase by Trustee during Plan Year

(3) Options vest and become exercisable in 20% annual increments on each of the first, second, third, fourth and fifth anniversaries of the grant date

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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