

UNITRIN INC

Form 4

November 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOSCHELLI JOHN MICHAEL

(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)

11/06/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D)	Price	
Common Stock	11/06/2006		M		2,500	A \$ 25.37	22,794.66 ⁽¹⁾ D
Common Stock	11/06/2006		M		107	A \$ 36.6483	22,901.66 ⁽¹⁾ D
Common Stock	11/06/2006		M		113	A \$ 36.9	23,014.66 ⁽¹⁾ D
Common Stock	11/06/2006		M		10	A \$ 36.4436	23,024.66 ⁽¹⁾ D
Common Stock	11/06/2006		M		6	A \$ 36.4436	23,030.66 ⁽¹⁾ D

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Common Stock	11/06/2006	M	502	A	\$ 38.61	23,532.66 ⁽¹⁾	D
Common Stock	11/06/2006	M	25	A	\$ 38.98	23,557.66 ⁽¹⁾	D
Common Stock	11/06/2006	M	250	A	\$ 39.8	23,807.66 ⁽¹⁾	D
Common Stock	11/06/2006	M	130	A	\$ 39.81	23,937.66 ⁽¹⁾	D
Common Stock	11/06/2006	M	3,812	A	\$ 42	27,749.66 ⁽¹⁾	D
Common Stock	11/06/2006	F	6,286 ⁽²⁾	D	\$ 46.06	21,463.66 ⁽¹⁾	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Options ⁽³⁾	\$ 25.37	11/06/2006		M		2,500	08/05/2006 02/05/2013	Common Stock 2,500
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006		A		1,707	05/06/2007 02/05/2013	Common Stock 1,707
Employee Stock Options ⁽³⁾	\$ 36.6483	11/06/2006		M		107	06/11/2001 05/03/2010	Common Stock 107
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006		A		91	05/06/2007 05/03/2010	Common Stock 91
	\$ 36.9	11/06/2006		M		113	05/03/2004 02/05/2013	113

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Employee Stock Options ⁽³⁾								Common Stock	
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006	A	96	05/06/2007	02/05/2013		Common Stock	96
Employee Stock Options ⁽³⁾	\$ 36.4436	11/06/2006	M	10	12/12/2001	05/03/2010		Common Stock	10
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006	A	7	05/06/2007	05/03/2010		Common Stock	7
Employee Stock Options ⁽³⁾	\$ 36.4436	11/06/2006	M	6	12/12/2001	05/03/2010		Common Stock	6
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006	A	4	05/06/2007	05/03/2010		Common Stock	4
Employee Stock Options ⁽³⁾	\$ 38.61	11/06/2006	M	502	11/17/2004	05/03/2010		Common Stock	502
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006	A	443	05/06/2007	05/03/2010		Common Stock	443
Employee Stock Options ⁽³⁾	\$ 38.98	11/06/2006	M	25	05/20/2002	05/03/2010		Common Stock	25
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006	A	22	05/06/2007	05/03/2010		Common Stock	22
Employee Stock Options ⁽³⁾	\$ 39.8	11/06/2006	M	250	05/18/2002	05/03/2010		Common Stock	250
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006	A	226	05/06/2007	05/03/2010		Common Stock	226
Employee Stock Options ⁽³⁾	\$ 39.81	11/06/2006	M	130	05/15/2002	05/03/2010		Common Stock	130
Employee Stock Options ⁽³⁾	\$ 46.06	11/06/2006	A	117	05/06/2007	05/03/2010		Common Stock	117
Employee Stock	\$ 42	11/06/2006	M	3,812	11/01/2006	05/01/2012		Common Stock	3,812

Options ⁽³⁾

Employee

Stock

\$ 46.06

11/06/2006

A

3,573

05/06/2007

05/01/2012

Common
Stock

3,57

Options ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOSCHELLI JOHN MICHAEL ONE EAST WACKER DRIVE CHICAGO, IL 60601			Treasurer	

Signatures

John M.

Boschelli

11/08/2006

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) Included in the total are 471.6597 shares held in Issuer's 401(k) plan and 10,000 shares of restricted stock subject to forfeiture and other restrictions until vesting on 9/1/2010.
- (2) 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.
- (3) Rights to buy.
- (4) Following the last transaction reported in this table, the reporting person holds a total of 64,968 options under 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.

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