

UNITRIN INC  
Form 4  
December 05, 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 \*  
**ROESKE RICHARD**

(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)  
**12/04/2006**

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)  
Vice President & / Principal Accounting Officer

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	12/04/2006		M	3,298 A \$ 47.15	53,940.155 (2)	D	
Common Stock	12/04/2006		M	745 A \$ 47.15	54,685.155 (2)	D	
Common Stock	12/04/2006		M	101 A \$ 47.15	54,786.155 (2)	D	
Common Stock	12/04/2006		M	72 A \$ 47.89	54,858.155 (2)	D	
Common Stock	12/04/2006		M	982 A \$ 47.89	55,840.155 (2)	D	

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Common Stock	12/04/2006	M	4,768	A	\$ 47.81	60,608.155 (2)	D
Common Stock	12/04/2006	F	9,610 (1)	D	\$ 50.03	50,998.155 (2)	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	
Employee Stock Options <sup>(3)</sup>	\$ 47.15	12/04/2006		M		09/07/2005	02/05/2013	Common Stock	3,298
Employee Stock Options <sup>(3)</sup>	\$ 50.03	12/04/2006		A	3,163	06/04/2007	02/05/2013	Common Stock	3,163
Employee Stock Options <sup>(3)</sup>	\$ 47.15	12/04/2006		M	745	09/07/2005	05/03/2010	Common Stock	745
Employee Stock Options <sup>(3)</sup>	\$ 50.03	12/04/2006		A	714	06/04/2007	05/03/2010	Common Stock	714
Employee Stock Options <sup>(3)</sup>	\$ 47.15	12/04/2006		M	101	09/07/2005	05/03/2010	Common Stock	101
Employee Stock Options <sup>(3)</sup>	\$ 50.03	12/04/2006		A	96	06/04/2007	05/03/2010	Common Stock	96
Employee Stock Options <sup>(3)</sup>	\$ 47.89	12/04/2006		M	72	11/04/2005	05/14/2007	Common Stock	72

