

UNITRIN INC
Form 4
September 25, 2007

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 *
BENGSTON DAVID FREDERICK

(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)
09/21/2007

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

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	09/21/2007		M	3,842 A \$ 48.93	24,359	D	
Common Stock	09/21/2007		M	3,684 A \$ 48.93	28,043	D	
Common Stock	09/21/2007		M	2,335 A \$ 48.93	30,378	D	
Common Stock	09/21/2007		M	2,289 A \$ 48.93	32,667	D	
Common Stock	09/21/2007		M	1,250 A \$ 44.37	33,917	D	

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Common Stock	09/21/2007	M	1,250	A	\$ 43.1	35,167	D
Common Stock	09/21/2007	F	<u>14,283</u> (1)	D	\$ 49.75	20,884	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 ⁽²⁾	\$ 48.93	09/21/2007		M		3,842		05/17/2007	05/01/2012	Common Stock	3,842
Employee Stock Options ⁽²⁾	\$ 49.75	09/21/2007		A		3,794		03/21/2008	05/01/2012	Common Stock	3,794
Employee Stock Options ⁽²⁾	\$ 48.93	09/21/2007		M		3,684		05/17/2007	05/03/2010	Common Stock	3,684
Employee Stock Options ⁽²⁾	\$ 49.75	09/21/2007		A		3,636		03/21/2008	05/03/2010	Common Stock	3,636
Employee Stock Options ⁽²⁾	\$ 48.93	09/21/2007		M		2,335		05/17/2007	02/03/2014	Common Stock	2,335
Employee Stock Options ⁽²⁾	\$ 49.75	09/21/2007		A		2,307		03/21/2008	02/03/2014	Common Stock	2,307
Employee Stock Options ⁽²⁾	\$ 48.93	09/21/2007		M		2,289		05/17/2007	02/03/2015	Common Stock	2,289

Employee Stock Options ⁽²⁾	\$ 49.75	09/21/2007	A	2,262	03/21/2008	02/03/2015	Common Stock	2,262
Employee Stock Options ⁽²⁾	\$ 44.37	09/21/2007	M	1,250	08/03/2007	02/03/2014	Common Stock	1,250
Employee Stock Options ⁽²⁾	\$ 49.75	09/21/2007	A	1,153	03/21/2008	02/03/2014	Common Stock	1,153
Employee Stock Options ⁽²⁾	\$ 43.1	09/21/2007	M	1,250	08/01/2007	02/01/2015	Common Stock	1,250
Employee Stock Options ⁽²⁾	\$ 49.75	09/21/2007	A	1,131	03/21/2008	02/01/2015	Common Stock	1,131

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENGSTON DAVID FREDERICK ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President	

Signatures

David F.
Bengston
09/24/2007

**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) 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) Reporting person holds a total of 35,452 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. 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.