

UNITRIN INC
Form 4
May 16, 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

OMB
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(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
__X__ Officer (give title below) ____ Other (specify below)

Sr. V.P., Gen. Counsel & Secy.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
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	\$ 47.46	40,265.174 (2)	D
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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
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 ⁽³⁾	\$ 41.7	05/15/2006	M	164	12/09/2004	05/14/2007	Common Stock	164
Employee Stock Options ⁽³⁾	\$ 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
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) 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.